

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT,	§	
LLC, ET AL., ¹	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

**SECOND INTERIM APPLICATION FOR ALLOWANCE OF LEGAL FEES AND EXPENSES
FOR PULMAN, CAPPUCCIO & PULLEN, LLP, AS COUNSEL TO THE TRUSTEE
FOR THE TIME PERIOD OF MAY 1, 2022 TO SEPTEMBER 30, 2022**

**THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO
YOUR INTERESTS.**

**IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21) DAYS
FROM THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN
MAY BE GRANTED WITHOUT A HEARING BEING HELD.**

**A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO BE
HELD.**

Name of Applicant:		Randall A. Pulman Pulman Cappuccio & Pullen, LLP
Applicant's professional role in case		Counsel for the Chapter 7 Trustee
Indicate whether this is an interim or final application		Interim
Date Order of Appointment filed		01/20/2022 [ECF No. 48]
Effective Date of Appointment		12/20/2021
	Beginning of Period	Ending of Period
Total period covered in application	05/01/2022	09/30/2022
Time periods covered by any prior applications	12/15/2021	04/30/2022

¹ The administratively consolidated chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor's federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a “**Bankruptcy Estate**” and collectively, “**Bankruptcy Estates**”.

Total amounts awarded in all prior applications	\$255,935.04
Amount of retainer received in the case	\$0.00
Amount of credit applied by PC&P to fees	\$15,000.00
Total fees applied for in the Second Fee Application and in all prior applications (including any retainer amounts or credits applied or to be applied)	\$486,229.50
Total fees applied for in the Second Fee Application (including any retainer amounts or credits to be applied)	\$259,247.00
Total professional fees requested in the Second Fee Application	\$259,247.00
Total professional hours covered by the Second Fee Application	907.7
Reimbursable expenses sought in the Second Fee Application	\$6,145.75
Application Cost	Approximately \$10,000.00

TO THE HONORABLE MICHAEL M. PARKER, UNITED STATES BANKRUPTCY JUDGE:

Pulman, Cappuccio & Pullen, LLP (“**PC&P**”), attorneys for John Patrick Lowe, Chapter 7 Trustee (“**Trustee**”) for the bankruptcy estates of deeproot Capital Management, LLC, Policy Services, Inc., Wizard Mode Media, LLC, deeproot Pinball LLC, deeproot Growth Runs Deep Fund, LLC, deeproot 575 Fund, LLC, deeproot 3 Year Bonus Income Debenture Fund, LLC, deeproot Bonus Growth 5 Year Debenture Fund, LLC, deeproot Tech LLC, deeproot Funds LLC, deeproot Studios LLC (each a “**Debtor**” and collectively, the “**Debtors**”), being jointly administered under lead case *In re: deeproot Capital Management, LLC*, Case No. 21-51523, hereby files this *Second Interim Application for Allowance of Hourly Legal Fees and Expenses for Pulman, Cappuccio & Pullen, LLP, as Counsel to the Trustee for the Time Period of May, 1, 2022 to September 30, 2022* (“**Second Fee Application**”), for allowance of compensation of \$259,247.00 and reimbursement of expenses of \$6,145.75, for a total of \$265,392.75, for the time period of May 1, 2022 to September 30, 2022. In support of the Second Fee Application, PC&P respectfully asks the Court to approve and authorize this Second Fee Application, based on the following:

I. JURISDICTION AND VENUE

1. This Court has jurisdiction over this Second Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue for this case is proper in the Western District of Texas under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

2. On December 9, 2021, (the “**Petition Date**”), the Debtors filed voluntary petitions under Chapter 7 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”) [ECF No. 1]. The Court, by its Order entered December 21, 2021, authorized that the Debtors’ bankruptcy cases be jointly administered under lead case *In re: deeproot Capital Management, LLC*, Case No. 21-51523 (the “**Jointly Administered Case**”) [ECF No. 20].

3. On or about December 21, 2021, John Patrick Lowe was duly appointed as Trustee.

4. The statutory predicates for the relief sought by this First Fee Application are sections 328(a) and 331 of the Bankruptcy Code.

5. A copy of the proposed order in conformity with Local Rule 9013 is attached as Exhibit A.

6. A copy of the Summary of the Second Fee Application is attached as Exhibit B.

II. FACTUAL AND PROCEDURAL BACKGROUND

7. The Debtors in this Jointly Administered Case are entities through which the Debtors’ principal, Mr. Robert Mueller (“**Mueller**”) ran a Ponzi scheme. Mueller controlled, as the sole owner, officer and director of each of the Debtors, all of their operations. Upon information and belief, Mueller raised, on behalf of the Debtors, in excess of \$60,000,000 from individual investors over the past decade.

8. Initially, Mueller raised monies from individual investors through Debtor, Policy Services, Inc. (“**PSI**”), by purportedly selling fractional interests in the death benefits payable on life insurance policies (the “**Policies**”) purchased by PSI. These fractional interests in the Policies are known as life settlements. *See Life Partners, Inc. v. Arnold*, 464 S.W.3d 660, 662 (Tex. 2015).

9. In or around 2015, Mueller stopped raising investor money directly through PSI and began to raise investor money primarily, though not exclusively, through two of the other Debtors, deeproot Growth Runs Deep Fund, LLC, and deeproot 575 Fund, LLC (the “**Funds**”). After Mueller switched to raising monies through the Funds, the investment pitch varied over time, but essentially investors were promised a guaranteed annual return of 5% to 7% payable at the end of the applicable investment period. Investors purchased debentures—or long-term unsecured obligations—to pay. Mueller marketed the Funds as having investments in life settlements, agriculture, real estate, and sports and entertainment businesses. In 2017, invested monies, by way of intercompany transfers to deeproot Pinball, LLC, deeproot Studios, LLC, deeproot Tech, LLC, and Wizard Mode Media, LLC, were used to support Mueller’s ultimately unsuccessful effort to develop and manufacture state of the art pinball machines. The Debtors’ pre-petition financial statements and each of the Debtors’ respective schedules reflect that none of the Debtors generated any net income and, in most cases, had no revenue at any time. Despite the lack of revenue and net income, the Debtors did return investments to some of the investors.

10. On or about August 20, 2021, the United States Securities and Exchange Commission (the “**SEC**”) filed suit² against Debtors Policy Services, Inc. and deeproot Funds, LLC, and Mueller individually, for violations of federal securities law, and named Mueller’s immediate family members, Jeffery L. Mueller and Belinda B. Breen, as relief parties (the “**SEC**

² *Securities and Exchange Commission v. Robert J. Mueller, et al.*, Civil Action No. 5:21-cv-785, U.S. Dist. Ct. for the W. Dist. Of Texas, San Antonio Division.

Civil Action”). An injunction was entered prohibiting the solicitation of additional funds. Shortly thereafter, on December 9, 2021, chapter 7 bankruptcy petitions were filed for each of the Debtors.

11. On January 20, 2022, the Court entered its *Order on the Application of Trustee to Employ Counsel* (the “**Employment Order**”), wherein the Court authorized the Trustee to employ PC&P as counsel [ECF No. 48]. The Employment Order permits PC&P to seek interim compensation as provided in 11 U.S.C. §331, subject to approval by this Court. A copy of the Employment Order is attached hereto as Exhibit C.

12. On May 13, 2022, PC&P filed its *First Application for Allowance of Legal Fees and Expenses for Pulman, Cappuccio & Pullen, LLP, as Counsel to the Trustee for the Time Period of December 15, 2021 to April 30, 2022*, with the Court (“**First Fee Application**”). [ECF No. 111].

13. On June 9, 2022, the Court entered its *Order Granting First Application for Allowance of Legal Fees and Expenses for Pulman, Cappuccio & Pullen, LLP, as Counsel to the Trustee for the Time Period of December 15, 2021 to April 30, 2022*, authorizing the Trustee to pay to PC&P as an administrative expense, hourly fees in the amount of \$226,982.50 and expenses in the amount of \$28,952.54 from the Bankruptcy Estate accounts of the Debtors as designated in the Court’s Order. [ECF No. 125].

III. APPLICATION FOR HOURLY SERVICES

14. PC&P has provided legal services and expended 907.7 hours from May 1, 2022 to September 30, 2022 (the “**Application Period**”), totaling \$274,247.00 in fees representing the Trustee. The average hourly rate for this fee application was \$302.13 per hour. Randall A. Pulman has exercised some judgement in reviewing and approving this fee application and has issued a billing judgment credit of \$15,000.00, thus reducing the total amount of professional fees applied

for in the Second Fee Application to \$259,247.00.

15. Below is a chart summarizing fees, expenses and hours expended in the Bankruptcy Case by PC&P matter number.

PC&P MATTER No.	MATTER DESCRIPTION	DEBTOR ESTATE	FEES	EXPENSES	HOURS
1934.001	MAIN BANKRUPTCY CASE	DEEPROOT CAPITAL MANAGEMENT, LLC, CASE No. 21-51523	\$11,487.50	\$1,221.63	29.1
		WIZARD MODE MEDIA, LLC, CASE No. 21-51514	\$2,100.00		5.6
		POLICY SERVICES, INC., CASE No. 21-51513	\$51,637.00		266.9
1934.002	SEC MATTER	DEEPROOT FUNDS, LLC, CASE No. 21-51521	\$5,932.50	\$0.00	12.9
1934.003	CCW MATTER	DEEPROOT FUNDS, LLC, CASE No. 21-51521	\$41,832.50	\$1,301.25	134.7
1934.004	OHANA MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$27,545.00	\$3,460.87	78.9
1934.005	CYCLADIC MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$35,762.50	\$22.00	97.3
1934.006	WINN MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$7,750.00	\$0.00	19.4
1934.007	MUELLER MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$5,417.50	\$0.00	17.7
1934.008	NET WINNERS MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$39,525.00	\$140.00	151.1
1934.009	NATIONWIDE MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$5,937.50	\$0.00	15.5
1934.010	PINBALL MATTER	DEEPROOT TECH, LLC, CASE No. 21-51520	\$22,312.50	\$0.00	71.9
1934.011	FINDERS MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$2,007.50	\$0.00	6.7
	TOTAL:*		\$259,247.00	\$6,145.75	907.7
*TOTAL IS NET OF: (1) \$10,000.00 BILLING JUDGEMENT CREDIT APPLIED TO PC&P MATTER No. 1934.003, CCW MATTER, AND (2) \$5,000.00 BILLING JUDGEMENT CREDIT APPLIED TO PC&P MATTER No. 1934.010, PINBALL MATTER.					

Attached hereto as Exhibit D-1 through D-11 are copies of billing invoices itemizing the fees incurred by PC&P in each of the eleven matters, by date and billing category (portions of a limited number of time entries have been redacted to protect attorney/client privileged information).

A. Summary of Services Rendered in the Bankruptcy Case by Category
PC&P Matter Nos. 1934.001 – 1934.011

Category	Description	Hours	Amount
B110	Case Administration	224.0	\$26,063.00
B120	Asset Analysis and Recovery	78.20	\$26,749.00
B130	Asset Disposition	130.2	\$50,410.00
B160	Fee/Employment Applications	28.0	\$11,682.50
B180	Avoidance Action Analysis	244.0	\$85,605.00
B190	Other Contested Matters (excluding assumption/rejection motions)	180.9	\$72,237.50
B310	Claims Administration/Objections	4	\$1,500.00
Total:		907.2	\$274,247.00

i. Case Administration (B110)

16. Services rendered in this category involved the management of all case related data, documents and files in the possession of PC&P. This includes the management and organization by PC&P paralegal staff of all data received by PC&P in digital form, discovered on Debtors' servers and data received from third parties, as well as the scanning and digitization of all paper documents and files discovered at Debtors' offices and received from third parties, for the purpose of allowing lawyers from PC&P to conduct efficient review and searches of all data, documents and files related to the Bankruptcy Case.

17. In addition, services rendered in this category includes meetings and discussions amongst PC&P attorneys concernering case strategy, work flow, assignment of tasks, and legal research and analysis concerning the anticipated substantive consolidation of the jointly administered bankruptcy cases.

18. PC&P expended a total of 224.20 hours across all matters, which resulted in total charges of \$26,063.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibits D-1, D-4, D-5, D-8 and D-9

ii. Asset Analysis and Recovery (B120)

19. Services rendered in this category include the investigation of assets, review of bank statements, investor files, finder files, e-mail communications, and other documents, and legal research regarding asset recovery. Lawyers at PC&P engaged in a substantial amount of investigation of the Debtors' financial records, which required the drafting of, and the review and analysis of documents produced in response to, Rule 2004 Examination Notices and Subpoenas, and preparing for and conducting Rule 2004 Examinations.

20. Lawyers with PC&P have analyzed the financial information and data on transfers by the Debtor entities to insiders, investors, net winners, finders and other third parties, for purposes of pursuing Title 11, Chapter 5 avoidance claims.

21. Substantial time was spent by PC&P attorneys in negotiations with the the SEC and attorneys for the Ohana Trust Parties, the drafting of the Ohana Trust settlement agreement and motions, and attending hearings.

22. PC&P expended a total of 78.20 hours, which resulted in total charges of \$26,749.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibits D-1, D-2, D-3, D-4, D-5, D-8 and D-9.

iii. Asset Disposition (B130)

23. Services rendered in this category involved preparation of asset purchase and sale agreements, the preparation of property sale motions, including the sale of the CCW Note and the sale the Pinball Property, the investigation, negotiation and preparation of settlement agreements with the Debtors' landlords, and the Ohana Trust, the preparation of Rule 9019 motions, and preparing for, and attending hearings on the motions, and the concomitant legal research.

24. PC&P expended a total of 130.20 hours, which resulted in total charges of \$50,410.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibits D-1, D-2, D-3, D-4, D-5, D-9, and D-10.

iv. Fee/Employment Applications (B160)

25. Services rendered in this category involved drafting the the First Fee Application and this Second Fee Application.

26. PC&P expended a total of 28 hours, which resulted in total charges of \$11,682.50 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibit D-1.

v. Avoidance Action Analysis (B180)

27. Services rendered in this category involved review and analysis of the Debtors' investor records, finders' agreements, bank statements, and financial records, the drafting of 2004 Examination notices and Subpoenas, and legal research pertaining to the Texas Securities Act, fraudulent conveyance actions under 11 USC § 544 and the Texas Uniform Fraudulent Transfers Act, and the net winner rule.

28. Lawyers with PC&P have been analyzing data and analysis prepared by the Trustee's forensic account to identify net winners and finders, and have been preparing adversary case summaries and analysis for review by the Trustee in preparations for the drafting and filing of a substantial number of adversary actions.

29. PC&P expended a total of 244.00 hours, which resulted in total charges of \$85,605.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibits D-1, D-3, D-4, D-5, D-6, D-8, and D-11.

vi. Other Contested Matters (excluding assumption/rejection motions) (B190)

30. Services rendered in this category involved the review and analysis of the Debtors' records to identify matters that may be contested for the benefit of the estate.

31. Lawyers with PC&P gathered and produced information in response to subpoenas served on the Trustee by the U.S. Department of Justice, and responded to and engaged in email and telephone correspondence, and participated in conference calls and Webex meetings, with Assistant United States Attorneys regarding various matters related to the jointly administered bankruptcy cases.

32. PC&P expended a total of 180.9 hours, which resulted in total charges of \$72,237.50 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibits D-1 through D-11.

vii. Claims Administration and Objections (B310)

33. Services rendered in this category involved the review and analysis of the substantial number of Proofs of Claim filed in the various jointly administered bankruptcy cases, legal research, and communications with the Trustee regarding such claims.

34. PC&P expended a total of 4.0 hours, which resulted in total charges of \$1,500.00 for services rendered in this project category. The detailed time descriptions for this category are included in Exhibits D-1.

B. Summary of Services Rendered in the Main Bankruptcy Case

i. Matters Relating to Landlord, Silicon Drive's Administrative Expense Claims

PC&P Matter No. 1934.001 (Estate: deeproot Capital Management, LLC, Case No. 21-51523)

35. Services rendered by lawyers from PC&P relating to the settlement of Silicon Drive Office Venture, LLC's ("Silicon Drive") administrative expense claims (the "Silicon Drive

Matter”) include the review and analysis of the lease of the San Antonio Premises (described below), the proof of claim filed by Silicon Drive in the bankruptcy case, review and analysis of Silicon Drives administrative expense claims, and negotiation of the settlement agreement with Silicon Drive, as further described below.

36. On May 25, 2022, Silicon Drive, the landlord of certain office space located at 12621 Silicon Drive, San Antonio, Texas (the “**San Antonio Premises**”), leased by Debtor, deeproot Capital Management, LLC, filed its *Motion for the Payment of Administrative Expense*, requesting the Court to enter an order allowing Silicon Drive an administrative expense claim in the amount of \$249,709.04, for Trustee’s use of the San Antonio Premises for the benefit of the Estate, for the storage and auction of Debtors property, from December 9, 2021 through March 31, 2022. [ECF No. 116].

37. On or about June 10, 2022, the Trustee proposed a compromise and settlement of Silicon Drive’s administrative expense claim. The parties entered into negotiations and agreed to settle Silicon Drive’s administrative expense claim for an amount equal to \$212,500.00, which amount the Trustee determined in his business judgment was in the best interest of the Bankruptcy Estate. As a part of the compromise and settlement, Silicon Drive waived any other claim for post-petition administrative expenses in any of the jointly administered bankruptcy cases.

38. On June 23, 2022, the Court entered the parties’ *Agreed Order Approving Payment of Administrative Expenses of Silicon Drive Office Ventures, LLC*, approving the compromise and settlement and authorizing the Trustee to pay to Silicon Drive the amount of \$212,500 as an administrative expense of the Bankruptcy Estate of deeproot Capital Management, LLC. [ECF No. 127.

39. The detailed time descriptions for the Silicon Drive Matter are included in Exhibit D-1.

ii. **Matters Relating to Landlord, Draper 5's, Administrative Expense Claims**
PC&P Matter No. 1934.001 (Estate: Wizard Mode Media, LLC, Case No. 21-51514)

40. Services rendered by lawyers from PC&P relating to the settlement of Draper 5, LLC's ("**Draper**") administrative expense claims (the "**Draper Matter**"), include the review and analysis of the lease of the Utah Premises (described below), the proof of claim filed by Draper in the bankruptcy case, review and analysis of Draper's administrative expense claims, negotiation of a compromise and settlement with Draper, preparation of the Utah Settlement Agreement, and preparation of the Rule 9019 Motion, as further described below.

41. On January 5, 2021, Draper, the landlord of certain premises leased by Debtor, Wizard Mode Media, LLC ("**Wizard**"), located at 12227 South Business Park Drive, Suite 130, Draper, Utah 84020 (the "**Utah Premises**"), filed a proof of claim (Claim No. 7-1) in the total amount of \$47,183.31, for past due rent through January 1, 2022, late fees, and attorney fees.³ On June 6, 2022, Draper 5 submitted a ledger of lease expenses to the Trustee claiming post-petition administrative expenses in the total amount of \$214,904.91.

42. The Trustee disputes the amounts claimed by Draper and has determined in the exercise of his best business judgment that entering into a compromise and settlement of Draper's claims will avoid protracted and costly litigation and is in the best interest of the Bankruptcy Estates.

³ The Trustee did not assume the lease of the Utah Premises within the 60-day period following the Petition Date and, therefore, pursuant to 11 U.S.C. §365(d)(1), the lease of the Utah Premises has been deemed rejected by the Trustee

43. The Trustee and Draper have agreed to settle Draper's claims on the following terms (the "**Utah Settlement Agreement**"): the Trustee shall: (a) pay to Draper the total amount of \$15,000.00 (the "**Settlement Payment**") and (b) deliver to Draper a bill of sale or similar document transferring all of Wizard's rights, interest and title in and to the office furnishings that remain in the Utah Premises, free and clear of all liens, claims and encumbrances ("**Bill of Sale**").

44. Pursuant to the Utah Settlement Agreement, Draper, by accepting the Settlement Payment and the Bill of Sale, will release the Bankruptcy Estates, the Debtor, deeproot Pinball, LLC, deeproot Tech, LLC, deeproot Studios LLC, the deeproot Affiliates, and the Trustee, from any and all liens (as defined in section 101(37) of the Bankruptcy Code, whether consensual, statutory, possessory, judicial or otherwise), claims (as defined in section 101(5) of the Bankruptcy Code), or liability, at law or in equity, arising from, or otherwise related to, the lease of the Utah Premises, Draper waives any other claim for post-petition administrative expenses in any of the bankruptcy cases being jointly administered under the Jointly Administered Case, and Draper agrees to file with the Court a Notice of Withdrawal pursuant to Bankruptcy Rule 3006, withdrawing the Proof of Claim filed by Draper in the Jointly Administered Case.

45. On October 26, 2022, the Trustee filed his *Rule 9019 Motion to Approve Compromise and Settlement with Draper 5, LLC*, concerning the settlement of certain administrative expense claims of Draper 5, LLC against the Bankruptcy Estate of Wizard Mode Media, LLC.

46. The Utah Settlement Agreement remains subject to the Bankruptcy Court's approval, and is further subject to the Bankruptcy Court's approval of the sale of certain pinball related personal property (the "**Pinball Property**") owned by Debtors Wizard, deeproot Pinball, LLC, deeproot Tech, LLC, and deeproot Studios LLC (other Debtors in the Jointly Administered

Case may also have an interest in portions of the Pinball Property). Much of Pinball Property is located at the Utah Premises. The sale of the Pinball Property is described below.

47. The detailed time descriptions for the Draper Matter are described in Exhibit D-1.

iii. **Matters Relating to Case Administration**

PC&P Matter No. 1934.001 (Estate: Policy Services, Inc., Case No. 21-51513)

48. Services rendered in this category by lawyers from PC&P involved the review and analysis of debtor data, documents and records in the possession of PC&P. The management and organization of all data received by PC&P, including data in digital form discovered on Debtors' servers and received from third parties. Scanning and digitization of all paper documents and files discovered at Debtors' offices and received from third parties was performed by paralegal staff from PC&P for the purpose of providing lawyers from PC&P with an efficient means to search and review all data, records, documents and files related to the Bankruptcy Case.

49. Services rendered in this category also include meetings and discussions amongst PC&P attorneys concerning case strategy, work flow, assignment of tasks, and legal research and analysis concerning the anticipated substantive consolidation of the jointly administered bankruptcy cases.

50. PC&P expended a total of 173.10 hours on case administration in the main bankruptcy case, which resulted in charges of \$19,620.50 for services rendered in this matter. The detailed time descriptions for this matter are included in Exhibit D-1.

iv. **Matters Relating to Fee/Employment Applications**

PC&P Matter No. 1934.001 (Estate: Policy Services, Inc., Case No. 21-51513)

51. Services rendered by lawyers from PC&P in this category involved drafting the the First Fee Application and this Second Fee Application.

52. PC&P expended a total of 28 hours on fee/employment applications in the main bankruptcy case, which resulted in total charges of \$11,682.50 for services rendered in this matter. The detailed time descriptions for this matter are included in Exhibit D-1.

v. **Matters Relating to Claims Administration and Objections**
PC&P Matter No. 1934.001 (Estate: Policy Services, Inc., Case No. 21-51513)

53. Services rendered by lawyers from PC&P in this category involved the review and analysis of a substantial number of Proofs of Claim filed in the jointly administered bankruptcy cases, associated legal research, and communications with the Trustee regarding such claims and objections to be filed.

54. PC&P expended a total of 4.0 hours on matters relating to claims administration and objections, which resulted in total charges of \$1,500 for services rendered in this matter. The detailed time descriptions for this matter are included in Exhibit D-1.

C. **Matters Relating to the SEC**
PC&P Matter No. 1934.002 (Estate: deeproot Funds, LLC, Case No. 21-51521)

55. Services rendered by lawyers from PC&P relating to the SEC and the SEC Case (the “**SEC Matter**”) include review and analysis of offers of judgment proposed by the SEC, review and analysis of proposed settlement agreement, drafting and editing proposed consent judgement and settlement agreement with the SEC.

56. In connection with the SEC Matter, PC&P expended a total of 12.90 hours, which resulted in total charges of \$5,932.50. The detailed time descriptions for this matter are included in Exhibit D-2.

D. Matters Relating to CCW Braun Heights, LLC

PC&P Matter No. 1934.003 (Estate: deeproot Funds, LLC, Case No. 21-51521)

57. This matter concerns a real estate loan from deeproot Funds, LLC, one of the jointly administered debtors, to CCW Braun Heights, LLC (“CCW”) for the development of a carwash located in San Antonio, Texas (the “**CCW Matter**”). The loan to CCW was evidenced by a certain promissory note in the original principal sum of \$3,350,000 (the “**Note**”), executed by CCW, payable to the order of deeproot Funds, LLC. As of April 30, 2022, the Note balance of principal plus interest was in an amount equal to approximately \$2,027,964.73, payable to deeproot Funds, LLC, at maturity in a single lump sum payment. The Note was to mature in March 2024. Payment of the Note was secured by a second lien deed of trust on a car wash owned by CCW

58. The Trustee was approached by CCW with an offer to purchase the Note, free and clear of all liens and encumbrances, for the purchase price of \$1,000,000. In the exercise of his best business judgment, the Trustee entered into a Note Purchase and Sale Agreement with CCW as purchaser, pursuant to which CCW would be a stalking horse bidder and a public sale of the Note would be conducted in accordance with the sale procedures approved by the Court.

59. On September 8, 2022, the Trustee filed his Motion to Approve (A) Sale of Property of the Estate of deeproot Funds, LLC, (B) Sale Procedures in connection with the Sale of Property of the Estate of deeproot Funds, LLC, and (C) Form of Notice for the Sale of Property of the Estate of deeproot Funds, LLC [ECF No. 147], requesting the Court to approve the procedures for the sale of the Note.

60. A motion to expedite the hearing on Trustee’s motion was filed by the Trustee on September 8, 2022 [ECF No. 148].

61. On September 14, 2022, the Court held a hearing at which the Court approved the sale procedures and the form of notice of the sale of the Note. The Court filed its *Order*

Approving Trustee's Motion to Approve (A) Sale Procedures, and (B) the Form of Notice for the Sale of Property of the Estate of Deeproot Funds, LLC on September 14, 2022. [ECF No. 159]. On that same date, the *Trustee's Notice of Sale of the Property of the Estate of deeproot Funds, LLC with its Exhibit A Sale Procedures* was served by US First Class Mail to the parties on the service list attached thereto. [ECF No. 161].

62. On October 13, 2022, a hearing was held at which the Trustee advised the Court that no objections to the sale of the Note had been received by the Trustee, nor had the Trustee received any competing bids for the purchase of the Note. At the hearing the Court approved the sale of the Note to CCW, and on October 13, 2022, the Court filed its *Order Approving Trustee's Motion to Approve the Sale of Property of the Estate of deeproot Funds, LLC, Free and Clear of All Interests Pursuant to 11 U.S.C. §§363(b) and (f)*. [ECF No. 171].

63. Services rendered by lawyers from PC&P in connection with the CCW Matter include the preparation of Rule 2004 Examination Notices and Subpoenas, the analysis of the carwash property, assets and financial records, negotiation of a proposed compromise and settlement, preparation of a confidentiality agreement, negotiation and drafting of a purchase and sale agreement, preparation of the section 363 Sale Motion and Orders, preparation of the Motion to Expedite, and preparation for, and attendance at hearings on such motions. The sale of the Note has closed and the Bankruptcy Estate of deeproot Funds, LLC has received \$1,000,000.00.

64. In connection with the CCW Matter, PC&P expended a total of 134.70 hours, which resulted in total charges of \$51,832.50. Randall Pulman has reviewed the fees associated with the CCW Matter and has issued a billing judgement credit in the amount of \$10,000, which reduced the total charges for the CCW Matter to the amount of \$41,832.50. The detailed time descriptions for this adversary are included in Exhibit D-3.

E. Matters Relating to MB Hale Ohana Revocable Trust

PC&P Matter No. 1934.004 (Estate: Policy Services, Inc., Case No. 21-51513)

65. This matter concerns the MB Hale Ohana Revocable Trust (the “**Ohana Matter**”), a trust established for the benefit of Mueller and his father and stepmother, and which used monies fraudulently transferred from Debtors to purchase and own a residential condominium in Kauai, Hawaii.

66. Services rendered by lawyers from PC&P in connection with this matter include communications with counsel to the trust and Mueller’s father and stepmother, negotiations with said counsel for the production of documents, and communications and negotiations with SEC counsel regarding the recovery of the transferred assets for the benefit of the bankruptcy estate, and the settlement with the Trust Parties and the SEC, as further described below.

67. On September 9, 2022, the Trustee filed his *Motion to Approve Compromise and Settlement under Bankruptcy Rule 9019 with the MB Hale Ohana Revocable Trust, Jeffery L. Mueller, and Belinda B. Breen* (the “**Ohana 9010 Motion**”) [ECF No. 149], requesting the Court approve the compromise and settlement agreement between the Trustee and the MB Hale Ohana Revocable Trust (the “**Trust**”), Jeffery L. Mueller, and Belinda B. Breen, each of whom, along with Mueller, were co-trustees of the Trust (the Trust, Jeffery L. Mueller, and Belinda B. Breen are together hereinafter referred to as the “**Trust Parties**”). The Trust was formed on or about November 5, 2016. On or about November 15, 2016, Policy Services, Inc. transferred \$135,000.00 to the Trust Account. The funds were used toward the purchase of a condominium located at 4330 Kauai Beach Drive, D-10, Lihue, HI 96766. On or about August 10, 2018, Policy Services, Inc. transferred \$135,000.00 to the Trust’s bank account at IBERIA BANK. The funds were used to fund the down payment for the purchase of a condominium located at 2611 Kiahuna Plantation Dr., 7-E, Koloa, HI 96756. The 2611 Kiahuna Plantation Dr. condo was purchased as a

retirement home for Jeffrey L. Mueller and Belinda Breen. The condominiums were sold by the Trust and by Jeffery L. Mueller and Belinda B. Breen in or about May and November, 2021, respectively.

68. On May 5, 2022, the Trustee sent his *Notice of Intention to Take Rule 2004 Examination and Subpoena Duces Tecum* [ECF No. 109] to counsel for the Trust Parties, providing notice of Trustee's intention to conduct an oral Rule 2004 Examination of the Trust Parties and requesting the production of documents. The Rule 2004 Examination of the Trust Parties was conducted on June 2, 2022. Shortly thereafter the Trustee and the Trust Parties entered into discussions in an effort to reach a compromise and settlement.

69. A compromise and settlement agreement was executed by the Trustee and the Trust Parties on September 6, 2022, pursuant to which the Trust Parties agreed to pay to the Estate the amount of \$300,000.00 (the "**Settlement Amount**") in exchange for release of the Trustee's claims against the Trust Parties; Robert Mueller is not a party to the to the settlement agreement.

70. Immediately following execution of the settlement agreement, the Trust Parties paid to Trustee the amount of \$146,075.00. Within 60 days of Bankruptcy Court approval of the settlement agreement, the remaining \$153,925.00 of the Settlement Amount subject to the District Court Freeze Orders (as such are described in the Ohana 9019 Motion) will be released with the direction that those proceeds shall be paid to the Trustee. The settlement will be effective only after the Trustee has received the Settlement Amount and the settlement has been approved by the Bankruptcy Court and the District Court has dismissed the Trust Parties from SEC Civil Action with prejudice.

71. On October 4, 2022, the Court filed its *Order Granting Trustee's Motion to Approve Compromise and Settlement under Bankruptcy Rule 9019 with the MB Hale Ohana*

Revocable Trust, Jeffery L. Mueller, and Belinda B. Breen [ECF No. 166]. Upon the District Court's dismissal of the Trust Parties from the SEC Action, the Bankruptcy Estate of Policy Services, Inc. will receive \$300,000.00. A creditor filed an untimely objection to the 9010 Motion [ECF No. 169], which will be heard on November 1, 2022.

72. PC&P expended a total of 78.90 hours, which resulted in total charges of \$27,545.00. The detailed time descriptions for this adversary are included in Exhibit D-4.

F. Matters Relating to Cycladic, LLC

PC&P Matter No. 1934.005 (Estate: Policy Services, Inc., Case No. 21-51513)

73. This matter concerns transactions for the purchase of life insurance policies, or life settlements, by Debtor, Policy Services, Inc., from from Cycladic, LLC ("**Cycladic**"), and affiliates of Cycladic (the "**Cycladic Matter**"). Services rendered by lawyers from PC&P in connection with the Cycladic Matter include the review and analysis of the testimony provided to the SEC by Robert Mueller and by Thomas Andrew, the principal officer and owner of Cycladic, the preparation of a Rule 2004 Notice of Examination and Subpoena, the review, analysis and response to Cycladic's Objection and Motion to Quash said Rule 2004 Notice and Subpoena, preparation for, and attendance at, the hearing on the Motion to Quash, negotiation and preparation of a motion to enter a confidentiality order filed by Cycladic with the Court, and email and telephone communications with counsel to Cycladic concerning all of the above.

74. In connection with the Cycladic Matter, PC&P expended a total of 97.3 hours, which resulted in total charges of \$35,762.50. The detailed descriptions for this matter are included in Exhibit D-5.

G. Matters Relating to Jill R. Winn

PC&P Matter No. 1934.006 (Estate: Policy Services, Inc., Case No. 21-51513)

75. This matter concerns Jill R. Winn, an investor in several deeproot funds. Investigations of the Debtors' records conducted by lawyers from PC&P, have revealed that in return for her investment Ms. Winn received funds back from Debtors in excess of her original investment and she is what the law describes as a "net winner" (the "**Winn Matter**"). The net amount received by Ms. Winn in excess of her original investment with the Debtors is \$258,278.74, which constitutes avoidable transfers under 11 U.S.C. §§ 548 and 544 (and applicable provisions of the Texas Uniform Fraudulent Transfer Act). As such, the Trustee can recover the fraudulently transferred funds from Ms. Winn or any subsequent transferees of the funds under 11 U.S.C. § 550.

76. Lawyers from PC&P have conducted a review and analysis of the Debtors' investor records to uncover evidence of payments made to Ms. Winn, conducted legal research regarding the net winner rule, drafted demand letters, engaged in conference calls with the Trustee's forensic accountant, and had discussions with Ms. Winn's counsel.

77. In connection with the Winn Matter, PC&P expended a total of 19.40 hours, which resulted in total charges of \$7,750. The detailed descriptions for this matter are included in Exhibit D-6.

H. Matters relating to Robert J. Mueller

PC&P Matter No. 1934.007 (Estate: Policy Services, Inc., Case No. 21-51513)

78. This matter relates to Robert J. Mueller, the principal of the Debtors, with respect to adversary claims the Trustee may have against Mr. Mueller (the "**Mueller Matter**"). In connection with the Mueller Matter, lawyers from PC&P are reviewing and analyzing Debtors' records and conferring with the Trustee.

79. In connection with the Mueller Matter, PC&P expended a total of 17.70 hours, which resulted in total charges of \$5,417.50. The detailed descriptions for this matter are included in Exhibit D-7.

I. Matters Relating to Potential Adversary Proceedings - Net Winners
PC&P Matter No. 1934.008 (Estate: Policy Services, Inc., Case No. 21-51513)

80. This matter concerns potential adversary proceedings to be brought by the Trustee against those investors who are what the law describes as net winners (the “**Net Winner Matters**”). In connection with the Net Winner Matters, lawyers from PC&P have conducted an extensive review and analysis of the Debtors’ investor records, financial records, and bank account records, conducted extensive legal research, conferred with the Trustee’s forensic accountant, and prepared summaries of potential adversarys for review and approval of the Trustee in anticipation of drafting demand letters and complaints against those investors who are determined to be net winners. The Debtors’ records reflect that there were 6 net winners, with a total of \$563,163.46 of transfers that are potentially recoverable to the Estates under 11 U.S.C. §§ 548 and 544 (and applicable provisions of the Texas Uniform Fraudulent Transfer Act).

81. In connection with the Net Winner Matter, PC&P expended a total of 151.10 hours, which resulted in total charges of \$39,525.00. The detailed descriptions for this matter are included in Exhibit D-8.

J. Matters Relating to Nationwide
PC&P Matter No. 1934.009 (Estate: Policy Services, Inc., 21-51513)

82. This matter relates to a claim of loss due to employee dishonesty filed with Nationwide Mutual Fire Insurance Company under a businessowners insurance policy owned by Debtor, Policy Services, Inc. (the “**Nationwide Matter**”).

83. On August 26, 2022, PC&P submitted a claim and proof of loss to Nationwide Mutual Fire Insurance Company on behalf of the Trustee and the Bankruptcy Estate of PSI, the named insured under a certain Premier Businessowners Policy, Policy Number ACP BPOF 3086393858 (the “**Policy**”) issued by Nationwide Mutual Fire Insurance Company (“**Nationwide**”), pursuant to the Optional Coverage for “Employee Dishonesty \$100,000 Policy Occurrence” included in the Policy, for loss occurring through the dishonesty of Robert Mueller. By letter dated September 2, 2022, Nationwide denied the Trustee’s claim. Although the Trustee has been successful in pursuing similar claims in the past, it was decided after receiving Nationwide’s denial and assessing the likelihood of success, that in this instance the administrative cost of further pursuing the claim was not in the best interests of the Bankruptcy Estate

84. Lawyers from PC&P conducted a review and analysis of the Policy, prepared a claim and proof of loss, conferred with the Trustee, and submitted the claim and proof of loss to Nationwide, on behalf of the Trustee.

85. In connection with the Nationwide Matter, PC&P expended a total of 15.50 hours, which resulted in total charges of \$5,937.50. The detailed descriptions for this matter are included in Exhibit D-9.

K. Matters relating to the Sale of the Pinball Property
PC&P Matter No. 1934.10 (Estate: deeproot Tech, LLC, 21-51520)

86. This matter concerns the negotiation and agreement for the sale of the Pinball Property (the “**Pinball Matter**”). The negotiation of the purchase and sale of the Pinball Property spanned a period of many months and were complicated due to the various types of Pinball Property (i.e. hardware, software, patents, trademarks, etc.) to be sold, the multiple locations of the Pinball Property, and the need to coordinate the sale of the Pinball Property with the settlement

of landlord, Draper 5, LLC's, administrative expense claims arising from the lease of the Utah Premises. The Pinball Matter is further described below.

87. The Trustee has been approached by a potential purchaser, Turner Logic, LLC, a Texas limited liability company (the "**Pinball Purchaser**"). The Pinball Purchaser has offered to purchase the Pinball Property for the purchase price of \$50,000 (the "**Pinball Purchase Price**"). In the exercise of his best business judgment, Trustee has determined that entering into the Pinball Property Purchase and Sale Agreement (the "**Pinball Purchase Agreement**") with the Pinball Purchaser is in the best interest of the Bankruptcy Estates.

88. In order to facilitate the sale, Trustee has agreed to treat the Pinball Purchaser as a stalking horse bidder and to provide certain bid protections in the event another purchaser submits a better offer, which protections include: a break-up fee in the form of a perpetual non-exclusive license to use certain pinball related software developed by the Pinball Purchaser under a contract with one or more of the Debtors, reimbursement of Purchaser's reasonable and necessary attorney's fees as approved by the Court and capped at \$5,000.00, and treatment of the fees and associated costs, in the amount of \$1,930.32, paid post-petition by Purchaser to preserve the Debtors' patents as an administrative expense of the Debtors' Estates.

89. On October 26, 2022, the Trustee filed his *Motion to Approve (A) Sale of Pinball Property, (B) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Pinball Property, and (C) the Form of Notice for the Sale of Pinball Property*, concerning certain property of the Estates, including, but not limited to, the estates of deeproot Pinball, LLC, deeproot Tech, LLC, deeproot Studios, LLC, and Wizard Mode Media, LLC

90. The sale of the Pinball Property is contingent upon the Bankruptcy Court's approval of the Utah Settlement Agreement because (a) a portion of the proceeds from the sale of the Pinball

Property are to be used to pay the Settlement Payment to Draper as the current balance of the Bankruptcy Estate bank account of Wizard is zero; and (b) much of the Pinball Property is located at the Utah Premises and must be removed, such removal is to be done by, and at the sole cost and expense of, the Pinball Purchaser after the closing on the sale of the Pinball Property

91. In connection with the Pinball Matter, lawyers from PC&P negotiated the terms of the purchase and sale of the Pinball Property and concurrently negotiated the terms of the compromise and settlement of Draper's administrative expense claims, as each was contingent upon the other, investigated the location of the Pinball Property, assisted the purchaser's attorney with the preservation of Debtors' patents, investigated, located and retrieved data on Debtors' servers, negotiated and prepared the Pinball Purchase Agreement, prepared the section 363 Motion to Sell, negotiated and prepared the Utah Settlement Agreement, prepared the Rule 9019 Motion, and engaged in numerous phone calls, meetings and discussions throughout the lengthy negotiation period.

92. PC&P expended a total of 71.90 hours in connection with the Pinball Matter, which resulted in total charges of \$27,312.50. Randall Pulman has reviewed the fees associated with the Pinball Matter and has issued a billing judgement credit in the amount of \$5,000, which reduced the total charges for the Pinball Matter to the amount of \$22,312.50. The detailed descriptions of this matter are included in Exhibit D-10.

L. Matters Relating to Potential Adversary Proceeding – Finders
PC&P Matter No. 1934.011 (Estate: Policy Services, Inc.)

93. This matter concerns potential adversary proceedings to be brought by the Trustee against those individuals and companies who are referred to in Debtors' records as finders (the "**Finders**"). The Finders are individuals and companies (primarily investment advisers or insurance agents/agencies) who contracted with Debtors to find individual investors willing to

invest in one or more of the deeproot investment funds. The Finders received commissions from the Debtors based on the amount of funds invested by the individual investors in the deeproot Funds (the “**Finders Matter**”). These commissions constitute avoidable transfers recoverable by the Trustee under 11 U.S.C. §§ 548 and 544 (and applicable provisions of the Texas Uniform Fraudulent Transfer Act).

94. Lawyers from PC&P have conducted a review and analysis of the Debtors’ Finders records, reviewed and analyzed the Finders’ contracts, reviewed and analyzed related financial and bank account records of the Debtors, and conducted legal research. The Debtors’ records reflect that there were 47 Finders who received commissions from Debtors totalling approximately \$6,231,070.00, that are potentially recoverable to the Estates.

95. In connection with the Finders Matter, PC&P expended a total of 6.70 hours, which resulted in total charges of \$2,007.50. The detailed descriptions of this matter are included in Exhibit D-11.

M. Reimbursement of Expenses

96. PC&P also files this Second Fee Application seeking reimbursement of the reasonable out-of-pocket expenses incurred during the Application Period, in the amount of \$6,145.75. An itemization report of the expenses incurred by date is attached hereto as Exhibit E. All expenses for which compensation is requested by PC&P were incurred for and on behalf of the Trustee, and not on behalf of any committee, creditor, or other person.

N. Allocation of Fees by Matter.

97. Trustees’ counsel has allocated the time expenses by the matters discussed above. For the most part, legal fees and expenses associated with a particular estate are allocated to that estate. For example, fees and expenses associated with negotiations with landlords are allocated to

the relevant Debtor tenants, deeproot Capital Management, LLC and Wizard Mode Media, LLC, respectively. Fees and expenses related to general case administration matters are allocated to Policy Services, Inc.

98. This is the Second Fee Application for fees and expenses filed by PC&P. This Second Fee Application requests approval of interim fees in the amount of \$259,247.00 and interim expenses in the amount of \$6,145.75, for a total allowed amount of \$265,392.75 in interim hourly fees and expenses.

IV. Authorities and Argument

99. The statutory predicates for the relief sought by this Second Fee Application are §§ 328(a) and 330 of the Bankruptcy Code.

100. Bankruptcy Code § 330(a) provides that in determining the amount of reasonable compensation to be awarded, a Court shall consider the nature, the extent, and the value of the services rendered by the professional, while taking into account the relevant factors, including the following:

- The time spent on such services;
- The rates charged for such services;
- Whether the services were necessary to the administration of, or beneficial at the time which the service was rendered, toward the completion of the chapter 11 case;
- Whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issues or task addressed;
- With respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- Whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than chapter 11 cases.

11 U.S.C. § 330(a)(3). *See also Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994)

(noting Bankruptcy Code’s policy of providing adequate compensation and stating that “Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”) (citation and internal quotation marks omitted). *see also In re Woerner*, 783 F.3d 266, 274 (5th Cir. 2015) (“[Section 330] permits a court to compensate an attorney not only for activities that were ‘necessary,’ but also for good gambles—that is, services that were objectively reasonable at the time they were made—even when those gambles do not produce an ‘identifiable, tangible, and material benefit.’”) (citations and internal quotation marks omitted); *see also In re Pilgrim’s Pride Corp.*, 690 F.3d 650 (5th Cir. 2012) (reaffirming that bankruptcy courts have discretion to enhance professional fees in extraordinary cases).

101. The fees incurred by PC&P in representing the Trustee were reasonable and necessary for the administration of the Bankruptcy Case. As reflected in the attached Exhibits D-1 through D-11, PC&P has avoided unnecessary additional legal services and duplication of effort while striving to ensure the highest quality of legal representation.

102. The fees incurred by PC&P were for reasonable and necessary legal work that does not fall within the scope of the Trustee’s administrative duties. *See In re: Sharon Sylvester*, 23 F.4th 543, 548 (5th Cir. 2022).

103. PC&P performed these services within a reasonable period of time by professionals that have significant experience in bankruptcy cases. The rates charged by PC&P for this matter are comparable to the rates charged by PC&P in non-bankruptcy matters.

104. The professionals who have worked on this case during the Application Period are:

Name	Bar Admission Date	Rate	Hours expended on case	Fees requested in the Second Fee Application
Randall A. Pulman	Nov. 1, 1986	\$500.00	89.4	\$44,700.00
Leslie S. Hyman	Jun. 1, 1995	\$450.00	10.70	\$4,815.00
W. Drew Mallender	Oct. 1, 1992	\$375.00	428.40	\$160,650.00
Anna K. MacFarlane	Oct. 25, 2019	\$275.00	137.00	\$37,675.00
PARA-3		\$110.00	218.70	\$24,057.00
Gaurav Mankotia	Sept. 27, 2008 Bar Council of Delhi, India	\$100.00	23.50	\$2,350.00
Billing Judgement Credit				(\$15,000.00)
		Total:	906.20	\$259,247.00.00

PC&P has met the requirements of § 330(a) of the Bankruptcy Code, and the Court should award the fees and expenses sought in the Second Fee Application.

105. The out-of-pocket expenses incurred by PC&P have been billed only for expenses actually incurred by PC&P. Accordingly, charges for expenses such as courier fees, filing fees, outside copy service, parking, travel, postage, meals, charges for public records and transcription services are billed at the actual cost to PC&P. PC&P is generally billed a flat monthly fee for legal research through Westlaw, and such charges are allocated based on actual usage to PC&P's clients.

106. PC&P submits that this Second Fee Application complies with §§ 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and the United States Trustee Guidelines.

107. Detailed applications for compensation are required by the Bankruptcy Code, Local Rules, and applicable case law. This Second Fee Application has served the additional purpose of informing the Court and the creditors of the status of the case and the activities of the attorneys involved. The time spent preparing the Second Fee Application is compensable. *See* 11 U.S.C. § 330(a)(6).

108. The Trustee has reviewed this Second Fee Application and has approved the requested amounts and the allocation thereof.

WHEREFORE, PC&P prays that upon consideration hereof, this Court enter an Order (i) approving PC&P's request for interim fees in the amount of \$259,247.00 in fees and \$6,145.75 in related expenses, for a total of \$265,392.75, (ii) authorizing the Trustee to immediately pay PC&P from the appropriate Estate Account the allowed amount of \$265,392.75 for the fees and expenses that have been incurred to date, and (iii) granting such other and further relief as the Court finds appropriate to grant.

Respectfully submitted,

PULMAN, CAPPUCCIO & PULLEN, LLP
2161 NW Military Highway, Suite 400
San Antonio, Texas 78213
(210) 222-9494 Telephone
(210) 892-1610 Facsimile

By: /s/ Randall A. Pulman
Randall A. Pulman
Texas State Bar No. 16393250
rpulman@pulmanlaw.com

**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE FOR THE JOINTLY
ADMINISTERED BANKRUPTCY ESTATE OF
DEEPROOT CAPITAL MANAGEMENT, LLC,
ET AL.**

CERTIFICATE OF SERVICE

I hereby certify that on the 31st day of October 2022, I electronically filed the foregoing document using the CM/ECF system, which will serve the document on the following list of parties in interest and parties requesting notice. A copy of the notice/summary of the Second Fee Application will be mailed via US First Class Mail to the parties on the limited service list in this case, and a supplemental certificate of service will be filed to evidence compliance.

Via Counsel CM/ECF:

catherine.curtis@wickphillips.com
jason.rudd@wickphillips.com

Policy Services, Inc.
deeproot Pinball, LLC
deeproot Growth Runs Deep Fund, LLC
deeproot 575 Fund, LLC
deeproot 3 Year Bonus Income Fund, LLC
deeproot BonusGrowth 5 Year Debenture Fund, LLC
deeproot Tech, LLC
deeproot Funds, LLC
deeproot Studios, LLC
deeproot Capital Management, LLC
12621 Silicon Dr.
San Antonio, TX 78249

Via Counsel Via CM/ECF:

catherine.curtis@wickphillips.com
jason.rudd@wickphillips.com

Wizard Mode Media, LLC
12227 S. Business Park Drive, Suite 130
Draper, UT 84020

Via CM/ECF: pat.lowe.law@gmail.com

John Patrick Lowe
2402 East Main Street
Uvalde, TX 78801

Via CM/ECF:

catherine.curtis@wickphillips.com
jason.rudd@wickphillips.com

Catherine A. Curtis/Jason M. Rudd
WICK PHILLIPS GOULD & MARTIN, LLP
3131 McKinney Ave, Suite 500
Dallas, TX 75204

Via CM/ECF:

USTPRegion07.SN.ECF@usdoj.gov
Aubrey.thomas@usdoj.gov

United States Trustee - SA12
US TRUSTEE'S OFFICE (Aubrey Thomas)
615 E Houston, Suite 533
San Antonio, TX 78295-1539

Via CM/ECF: don.stecker@lgbs.com

Don Stecker
Linebarger Goggan et al.
112 E. Pecan, Suite 2200
San Antonio, TX 78205

Via CM/ECF: rbattagliaw@outlook.com

Raymond W. Battaglia
LAW OFFICES OF RAY BATTAGLIA, PLLC
66 Granburg Circle
San Antonio, TX 78218

Via CM/ECF: jpetree@mcslaw.com

Jonathan Petree
MCGUIRE, CRADDOCK & STROTHER, P.C.
500 N. Akard Street Suite 2200
Dallas, TX 75201

Via CM/ECF: jdunne@smfadlaw.com

John C. Dunne
SHANNON, MARTIN et al.
1001 McKinney Street #1100
Houston, TX 77002

Via CM/ECF: bk-cmurphy@oag.texas.gov

Texas Workforce Commission
c/o Christopher S. Murphy
TEXAS ATTORNEY GENERAL'S OFFICE
PO Box 12548
Austin, TX 78711

Via CM/ECF: pautry@branscomblaw.com

Patrick H. Autry
BRANSCOMB PLLC
4630 N. Loop 1604 West, Suite 206
San Antonio, TX 78249

Via CM/ECF: lmjurek@jureklaw.com

Lynne M. Jurek
THE JUREK LAW GROUP, PLLC
4309 Yoakum Blvd.
Houston, TX 77006

Via CM/ECF: achale@halewoodlaw.com

Craig Hale
HALE | WOOD PLLC
4766 Holladay Blvd.
Holladay, Utah 84117

Via CM/ECF:

stephen.humeniuk@lockelord.com

Stephen J. Humeniuk
LOCKE LORD LLP
600 Congress Avenue, Suite 2200
Austin, TX 78701

Via CM/ECF:

tcunningham@lockelord.com

Thomas J. Cunningham
LOCKE LORD LLP
777 S. Flalger Dr., Suite 215
West Palm Beach, FL

/s/ Randall A. Pulman

Randall A. Pulman

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT,	§	
LLC, ET AL., ¹	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

**ORDER GRANTING
SECOND INTERIM APPLICATION FOR ALLOWANCE OF LEGAL FEES AND EXPENSES
FOR PULMAN, CAPPuccio & PULLEN, LLP, AS COUNSEL TO THE TRUSTEE
FOR THE TIME PERIOD OF MAY 1, 2022 TO SEPTEMBER 30, 2022**

Came on for consideration the Second *Interim Application for Allowance of Legal Fees and Expenses for Pulman, Cappuccio & Pullen, LLP, as Counsel to the Trustee for the Time Period of May 1, 2022 to September 30, 2022* (“**Second Interim Application**”). The Court has considered

¹ The administratively consolidated chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor's federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a “**Bankruptcy Estate**” and collectively, “**Bankruptcy Estates**”.

the Second Interim Application and finds that the fees and expenses represent reasonable compensation for actual and necessary services, and reimbursement for actual, necessary expenses. After considering the pleadings, the Court also finds that (i) it has jurisdiction over the matters raised in the Second Interim Application pursuant to 28 U.S.C. § 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) proper and adequate notice of the Second Interim Application has been given and that no other or further notice is necessary; (iv) all objections to the Second Interim Application have been resolved by this Order or are overruled in their entirety; and (v) upon the record herein after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein.

IT IS THEREFORE ORDERED that the Second Interim Application pursuant to 11 U.S.C. § 330 is hereby **GRANTED**;

IT IS FURTHER ORDERED that the fees in connection with the legal services described in the Second Interim Application are allowed. All interim fees in the amount of \$259,247.00 and all expenses in the amount of \$6,145.75, for the allowance of a total of \$265,392.75 in hourly fees and costs, shall be an administrative expense of the respective Bankruptcy Estates² as outlined in the Second Interim Application.

IT IS FURTHER ORDERED the Trustee is authorized to immediately pay PC&P in connection with the hourly services provided, fees and expenses totaling \$265,392.75 from the specific Bankruptcy Estate accounts, as designated in the chart attached hereto as Exhibit 1.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

###

² Capitalized terms shall have the meaning ascribed to them in the Second Interim Application.

Submitted by:

Randall A. Pulman

Texas State Bar No. 16393250

rpulman@pulmanlaw.com

PULMAN, CAPPUCCIO & PULLEN, LLP

2161 NW Military Highway, Suite 400

San Antonio, Texas 78213

www.pulmanlaw.com

(210) 222-9494 Telephone

(210) 892-1610 Facsimile

**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE FOR THE JOINTLY ADMINISTERED
BANKRUPTCY ESTATES OF DEEPROOT CAPITAL
MANAGEMENT, LLC, *ET AL.***

EXHIBIT 1

PC&P Matter No.	Matter Description	Debtor Estate	Fees	Expenses	Hours
1934.001	Main Bankruptcy Case	deeproot Capital Management, LLC, Case No. 21-51523 Wizard Mode Media, LLC, Case No. 21-51514 Policy Services, Inc., Case No. 21-51513	\$11,487.50 \$2,100.00 \$51,637.00	\$1,221.63	29.1 5.6 266.9
1934.002	SEC Matter	deeproot Funds, LLC, Case No. 21-51521	\$5,932.50	\$0.00	12.9
1934.003	CCW Matter	deeproot Funds, LLC, Case No. 21-51521	\$41,832.50	\$1,301.25	134.7
1934.004	Ohana Matter	Policy Services, Inc., Case No. 21-51513	\$27,545.00	\$3,460.87	78.9
1934.005	Cycladic Matter	Policy Services, Inc., Case No. 21-51513	\$35,762.50	\$22.00	97.3
1934.006	Winn Matter	Policy Services, Inc., Case No. 21-51513	\$7,750.00	\$0.00	19.4
1934.007	Mueller Matter	Policy Services, Inc., Case No. 21-51513	\$5,417.50	\$0.00	17.7
1934.008	Net Winners Matter	Policy Services, Inc., Case No. 21-51513	\$39,525.00	\$140.00	151.1
1934.009	Nationwide Matter	Policy Services, Inc., Case No. 21-51513	\$5,937.50	\$0.00	15.5
1934.010	Pinball Matter	deeproot Tech, LLC, 21-51520	\$22,312.50	\$0.00	71.9
1934.011	Finders Matter	Policy Services, Inc., Case No. 21-51513	\$2,007.50	\$0.00	6.7
	Total:*		\$259,247.00	\$6,145.75	907.7
*Total is net of: (1) \$10,000.00 Billing Judgement Credit applied to PC&P Matter No. 1934.003, CCW Matter, and (2) \$5,000.00 Billing Judgement Credit applied to PC&P Matter No. 1934.010, Pinball Matter.					

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., ¹	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

**NOTICE AND SUMMARY OF
SECOND INTERIM APPLICATION FOR ALLOWANCE OF LEGAL FEES AND EXPENSES
FOR PULMAN, CAPPUCCIO & PULLEN, LLP, AS COUNSEL TO THE TRUSTEE
FOR THE TIME PERIOD OF MAY 1, 2022 TO SEPTEMBER 30, 2022**

**THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO
YOUR INTERESTS.**

**IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21) DAYS
FROM THE DATE OF SERVICE, THE RELIEF REQUESTED HEREIN
MAY BE GRANTED WITHOUT A HEARING BEING HELD.**

**A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO BE
HELD.**

- I. CLIENT: John Patrick Lowe, Chapter 7 Trustee

- II. REQUESTING APPLICATION / FIRM: Randall A. Pulman of Pulman, Cappuccio & Pullen, LLP, (“**PC&P**”) as counsel to the Trustee

- III. TOTAL AMOUNT OF INTERIM FEES AND COSTS REQUESTED: \$265,392.75
 - a. Fees: \$259,247.00
 - b. Expenses and Cost Advances (PC&P): \$6,145.75
 - d. Time period covered: 05/01/2022 – 09/30/2022

¹ The administratively consolidated chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor's federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a “**Bankruptcy Estate**” and collectively, “**Bankruptcy Estates**”.

IV. BREAKOUT OF CURRENT APPLICATION

Name	Bar Admission Date	Rate	Hours expended on case	Fees requested in this application
Randall A. Pulman	Nov. 1, 1986	\$500.00	89.4	\$44,700.00
Leslie S. Hyman	Jun. 1, 1995	\$450.00	10.70	\$4,815.00
W. Drew Mallender	Oct. 1, 1992	\$375.00	428.40	\$160,650.00
Anna K. MacFarlane	Oct. 25, 2019	\$275.00	137.00	\$37,675.00
PARA-3		\$110.00	218.70	\$24,057.00
Gaurav Mankotia	Sept. 27, 2008 Bar Council of Delhi, India	\$100.00	23.50	\$2,350.00
Billing Judgement Credit				(\$15,000.00)
		Total:	906.20	\$259,247.00.00

MINIMUM FEE INCREMENTS: 0.1 HOURS

EXPENSES: \$6,145.75 (Photocopying and Postage associated with providing notices to creditors)

AMOUNT ALLOCATED FOR PREPARATION OF THIS FEE APPLICATION: \$11,682.50

V. PRIOR APPLICATIONS: First Interim Fee Application.

VI. OTHER CO-EQUAL OR ADMINISTRATIVE CLAIMANTS IN THIS CASE:

a. John Patrick Lowe, Chapter 7 Trustee (“Trustee”).

VII. RESULTS OBTAINED:

As reflected in this Second Interim Fee Application, PC&P has provided legal services and has obtained favorable results for the Bankruptcy Estates in connection with the services provided to the Bankruptcy Estates. Among other things, PC&P has: (1) negotiated favorable settlements of the administrative expense claims brought by of Debtors’ landlords to the benefit of the Estate of deeproot Capital Management, LLC, and the Estate of Wizard Mode Media, LLC, in connection therewith, reviewed and analyzed lease agreements, financial and corporate records, communicated with counsel, communicated with Trustee, prepared settlement agreements, motions to approve compromise and settlement, attended hearings; extensive review of Debtors’ electronic data and digitized all paper records to allow for efficient and effective review and analysis of Debtors’ records; review and analysis of the Debtors’ records to identify matters that may be contested for the benefit of the Debtors’ estates; review of the substantial number of Proofs of Claim filed in the various jointly administered bankruptcy cases, and communications with the Trustee regarding such claims; preparation of fee applications; (2) communicated with SEC counsel, review of consent agreement, review of settlement agreement, legal research, video conferences with SEC counsel; discussions with SEC counsel and with Trustee regarding waiver of privilege request; (3) through the sale of a promissory note payable to deeproot Funds, LLC by CCW, netted the Estate of deeproot Funds, LLC \$1,000,000.00, in proceeds, in connection therewith, reviewed and analyzed loan documents, corporate records and

financial documents, communicated with counsel, negotiated and prepared purchase and sale agreement, prepared motion to sell, and attended hearings; (4) negotiated the settlement of fraudulent transfer claims to be brought against the MB Hale Ohana Revocable Trust and two of its co-trustees, prepared the Rule 9019 Motion to approve compromise and settlement, in connection therewith, communicated with counsel to the trust, the co-trustees, and the SEC, reviewed and analyzed trust records, financial records, conducted legal research, prepared settlement agreement, motion to approve settlement, attended hearing, the settlement has been approved by order of the Court and will net the Estate of Policy Services, Inc. \$300,000.00 in proceeds; (5) reviewed and analyzed the Debtors' life settlement records, policy purchase agreements, financial records, voluminous SEC document production and transcripts, the drafting of 2004 Examination Notice and Subpoena, appearance at hearing to address objections; (6) reviewed and analyzed Debtors', investor records, financial records, life settlement documentation, legal research, communicated with counsel, prepared demand letters; (7) reviewed and analyzed Debtors' records, performed extensive legal research, communicated with Trustee, drafted pleading; (8) reviewed and analyzed the Debtors' investor records, bank statements, and financial records, the drafting of 2004 Examination notices and Subpoenas, and substantial legal research., to identify investors who are net winners; (9) reviewed and analyzed Debtors' business coverage insurance policies, prepared claim for loss and proof of loss, communicated with insurance company representatives, communicated with Trustee; (10) negotiated the sale of the Debtors' tangible and intangible pinball property, prepared the pinball property purchase and sale agreement, in connection therewith, communicated with counsel and seller, prepared purchase and sale agreement, coordinated sale with settlement of landlord's administrative expense claims, prepared motion to sell, sale procedures and proposed orders, the sale is anticipated to net the Estate of deeproot Tech, LLC \$50,000.00 in proceeds; (11) reviewed and analyzed the Debtors' investor records, finders' agreements, bank statements, and financial records, the drafting of 2004 Examination notices and Subpoenas, preparing demand letters, and substantial legal research, to identify potential adversary proceeding to brought against finders.

PC&P MATTER No.	MATTER DESCRIPTION	DEBTOR ESTATE	FEES	EXPENSES	HOURS
1934.001	MAIN BANKRUPTCY CASE	DEEPROOT CAPITAL MANAGEMENT, LLC, CASE No. 21-51523	\$11,487.50	\$1,221.63	29.1
		WIZARD MODE MEDIA, LLC, CASE No. 21-51514	\$2,100.00		5.6
		POLICY SERVICES, INC., CASE No. 21-51513	\$51,637.00		266.9
1934.002	SEC MATTER	DEEPROOT FUNDS, LLC, CASE No. 21-51521	\$5,932.50	\$0.00	12.9
1934.003	CCW MATTER	DEEPROOT FUNDS, LLC, CASE No. 21-51521	\$41,832.50	\$1,301.25	134.7
1934.004	OHANA MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$27,545.00	\$3,460.87	78.9
1934.005	CYCLADIC MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$35,762.50	\$22.00	97.3
1934.006	WINN MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$7,750.00	\$0.00	19.4

1934.007	MUELLER MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$5,417.50	\$0.00	17.7
1934.008	NET WINNERS MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$39,525.00	\$140.00	151.1
1934.009	NATIONWIDE MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$5,937.50	\$0.00	15.5
1934.010	PINBALL MATTER	DEEPROOT TECH, LLC, CASE No. 21-51520	\$22,312.50	\$0.00	71.9
1934.011	FINDERS MATTER	POLICY SERVICES, INC., CASE No. 21-51513	\$2,007.50	\$0.00	6.7
	TOTAL:*		\$259,247.00	\$6,145.75	907.7
*TOTAL IS NET OF: (1) \$10,000.00 BILLING JUDGEMENT CREDIT APPLIED TO PC&P MATTER No. 1934.003, CCW MATTER, AND (2) \$5,000.00 BILLING JUDGEMENT CREDIT APPLIED TO PC&P MATTER No. 1934.010, PINBALL MATTER.					

Respectfully submitted,

PULMAN, CAPPuccio & PULLEN, LLP
2161 NW Military Highway, Suite 400
San Antonio, Texas 78213
www.pulmanlaw.com
(210) 222-9494 Telephone
(210) 892-1610 Facsimile

By: /s/Randall A. Pulman
Randall A. Pulman
Texas State Bar No. 16393250
rpulman@pulmanlaw.com

**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE**

EXHIBIT C



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: January 20, 2022.

A handwritten signature in black ink, appearing to read "Mike Parker".

**MICHAEL M. PARKER
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT,	§	
LLC, ET AL.,	§	BANKRUPTCY No. 21-51523-MMP
	§	
DEBTORS.	§	JOINTLY ADMINISTERED

ORDER ON THE APPLICATION OF TRUSTEE FOR AUTHORITY TO EMPLOY COUNSEL

Came on for consideration the *Application of Trustee for Authority to Employ Counsel* (the “**Application**”)¹ filed by John Patrick Lowe, the Chapter 7 Trustee (the “**Trustee**”) for the captioned jointly administered chapter 7 case. Based on the representations made in the Application and in the supporting *Affidavit of Randall A. Pulman in Support of the Application of Trustee for Authority to Employ Counsel*, the Court finds that (i) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding

¹ Capitalized terms unless otherwise defined herein shall have the meaning as ascribed to them in the Application.

pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Application approving the employment of Pulman, Cappuccio & Pullen, LLP (“**PC&P**”) is in the best interest of the Estate and its creditors; (iv) PC&P holds no interest adverse to the Estate and is a disinterested person under 11 U.S.C. § 101(14); (v) proper and adequate notice of the Application has been given and no further notice is necessary; (vi) no objections to the Application have been filed; and (vii) based upon the record herein, after due deliberation, good and sufficient cause exists for the granting of the Application in all respects.

IT IS, THEREFORE, ORDERED that pursuant to section 327(a) of the Bankruptcy Code, the Trustee is authorized to employ PC&P with Randall A. Pulman to act as lead counsel to represent him as Trustee in this Case effective as of December 20, 2021, in accordance with the terms described in the Application, the engagement letter, and this Order, and to perform the services described below:

- a) to file pleadings with the court and to represent the Estate's interest in regard to any adversaries, appeals, or contested matters before this court and litigation in other courts, particularly with regard to the Estate's interest in various assets and the positions of secured and unsecured creditors, whether by motion, adversary action, turnover proceedings, or litigation activities of every description in other courts;
- b) to investigate, analyze, institute and prosecute actions regarding determination and recovery of property of the Estate, including investigation and prosecution of determination and lien perfection, avoidance litigation as well as collection and liquidation of assets of the Estate, to the extent such activities would be economically beneficial to the Estate;
- c) to assist the Trustee where necessary to negotiate and consummate non-routine sales or leases of the assets of the Estate, wherever they may be found, including sales free and clear of liens, claims and encumbrances, and to institute any necessary proceedings in regard thereto;
- d) to institute and prosecute non-routine objections to exemptions and non-routine objections to proofs of claim;
- e) to co-ordinate activities with the United States Trustee as appropriate in connection with issues of the integrity of the bankruptcy courts and procedures;

- f) to aid in the representation of the Trustee in any litigation against Trustee in Trustee's official capacity;
- g) to assist in resolution of sales of, and any title problems associated with, the Estate's property; and
- h) to collect any judgments that may be entered in favor of the Estate; and
- i) to assist in any other work requested by the Trustee.

IT IS FURTHER ORDERED that the Law Firm shall not be compensated by the bankruptcy Estate for performing duties required to be performed by the Trustee.

IT IS FURTHER ORDERED that if any supplemental declarations or affidavits are filed and served after entry of this Order, absent any objections within 21 days after the filing and service of such supplemental declarations or affidavits, PC&P's employment shall continue as authorized pursuant to this Order.

IT IS FURTHER ORDERED that PC&P shall be compensated upon appropriate application in accordance with Bankruptcy Code sections 330 and 331, the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy of the Western District of Texas.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

###

SUBMITTED BY:

Randall A. Pulman
Texas State Bar No. 16393250
rpulman@pulmanlaw.com

Anna K. MacFarlane
Texas State Bar No. 24116701
amacfarlane@pulmanlaw.com

PULMAN, CAPPUCCIO & PULLEN, LLP
2161 NW Military Highway, Suite 400
San Antonio, Texas 78213
www.pulmanlaw.com

(210) 222-9494 Telephone

(210) 892-1610 Facsimile

**PROPOSED ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE FOR THE JOINTLY ADMINISTERED CASE
OF IN RE DEEPROOT CAPITAL MANAGEMENT, LLC ET AL.**

EXHIBIT D-1

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226364
 Account No. 1934.001

Page: 1

Deeproot - Policy Services, Inc. Case No. 21-51513, et al

Fees

				Rate	Hours	
05/02/2022	RAP B190	A104	Review of demand letter from landlord; e-mail to Lowe regarding same.	500.00	0.30	150.00
	WDM B160	A101	Office conference with MaryAnn Villa regarding status/changes to exhibits to Fee Application (0.3); revise and edit Fee Application (0.4)	375.00	0.70	262.50
	WDM B130	A101	Review notice received from Brighthouse Insurance and forward to Chris Turner	375.00	0.10	37.50
05/03/2022	RAP B190	A105	E-mail to landlord attorney regarding administrative claim.	500.00	0.20	100.00
05/04/2022	WDM B110	A101	Office conference with Randall A. Pulman regarding strategy	375.00	0.30	112.50
05/05/2022	RAP B130	A104	Telephone conference with J. McKinnie regarding consent and waiver document.	500.00	0.20	100.00
	WDM B310	A101	Review Proof of Claim filed in Wizard Mode Media case by Draper 5 LLC (landlord of Utah Lease Space) .	375.00	1.50	562.50
	WDM B190	A101	Review Lease Agreement for Utah Lease Space	375.00	1.50	562.50
05/06/2022	RAP B130	A104	Review and edit of consent to representation; forward to McKinnie.	500.00	0.50	250.00
	WDM B190	A101	Telephone conference with Pat Lowe regarding Utah Lease, status of contents. Telephone conference with Craig Hale counsel for Draper 5, LLC (Utah			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 2

				Landlord)	Rate	Hours	
					375.00	0.50	187.50
05/09/2022	RAP B130	A104	Review of consent with TuYo.		500.00	0.30	150.00
	WDM B130	A101	Email correspondence with Pat Lowe regarding retrieving NAS Drive from auctioneer (0.2); email correspondence with Pat Lowe, Greg Yost and Christ Turner regarding correspondence from insurance companies (0.3)		375.00	0.50	187.50
	WDM B310	A101	Email correspondence with Judson Mahan regarding Ascentium Claim		375.00	0.20	75.00
05/10/2022	AKM B190	A101	Office conference with Randall A. Pulman and Drew Mallender regarding strategy.		275.00	0.30	82.50
	AKM B190	A101	Conduct legal research regarding FUFTA.		275.00	0.10	27.50
	RAP B160	A105	Office conference with M. Villa regarding fee application preparation.		500.00	0.50	250.00
05/11/2022	RAP B160	A104	Office conference with D. Mallender and M Villa regarding edits to Fee Application.		500.00	0.20	100.00
	RAP B160	A104	Telephone conference with P. Lowe regarding allocation to fees between estates; office conference with D. Mallender regarding methodology for splitting fees between estates.		500.00	0.80	400.00
	WDM B160	A101	Draft and edit fee application		375.00	2.00	750.00
05/12/2022	RAP B160	A104	Review and edit of First Interim Fee Application.		500.00	2.00	1,000.00
05/13/2022	AKM B160	A101	Assist in drafting first interim fee application.		275.00	0.80	220.00
	RAP B160	A104	Final review and edit of Application for First Interim Application for Fees; office conference with D. Mallender and M. Villa regarding same.		500.00	2.00	1,000.00
05/15/2022	WDM B130	A101	Review emails from C Turner and G Yost regarding transfers of ownership in policies and review transfer forms to				

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeprout - Policy Services, Inc. Case No. 21-51513

Page: 3

					Rate	Hours	
				email to Pat Lowe (0.3). Email correspondence with Chris Turner (0.1).	375.00	0.40	150.00
05/17/2022	RAP	B120	A109	Review of e-mail regarding Gunn, Lee & Cave holding \$15,500.	500.00	0.30	150.00
05/19/2022	RAP	B190	A109	Call with landlord attorney regarding administrative rent claims.	500.00	0.30	150.00
	RAP	B160	A109	Review of Fee Application; telephone conference with J. Rose regarding same.	500.00	0.80	400.00
05/20/2022	WDM	B160	A101	Telephone conference with Randall A. Pulman regarding UST comments on block time entries in fee app exhibits (NO CHARGE)	375.00		0.00
05/22/2022	WDM	B160	A101	Edit time entries for fee application exhibits D-1 and D-2 (NO CHARGE)	375.00		0.00
05/23/2022	RAP	B160	A105	Call with D. Mallender regarding edits needed to fee invoices (NO CHARGE)	500.00		0.00
	WDM	B160	A101	Continue editing time entries on Exhibits D-1 and D-3 to fee application (0.9). Email correspondence to MaryAnn Villa with revisions (0.2). Telephone conference with Randall A. Pulman, Michelle Vega, MaryAnn Villa regarding same (0.3) - (NO CHARGE)	375.00		0.00
05/24/2022	RAP	B160	A104	Review of invoices for Fee Application; telephone conference with D. Mallender regarding same; forward invoiced with time breakdown inserted for James Rose, UST.	500.00	1.00	500.00
05/25/2022	WDM	B190	A101	Telephone conference with Randall A. Pulman regarding pending notices of 2004 exams and subpoenas DT for various entities	375.00	0.50	187.50
05/26/2022	RAP	B190	A104	Review of Silicon Ventures Motion to Pay Administrative Rent Claims; e-mail			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeprout - Policy Services, Inc. Case No. 21-51513

Page: 4

					Rate	Hours	
				to D. Mallender regarding same.	500.00	0.50	250.00
05/27/2022	RAP	B120	A104	Download Wells Fargo Statements.	500.00	0.30	150.00
05/31/2022	RAP	B160	A104	Review of e-mail from Jim Rose regarding Fee Application.	500.00	0.10	50.00
	RAP	B160	A104	Prepare Notice for corrected exhibit D-1 and D-3 to Fee Application.	500.00	0.50	250.00
	RAP	B190	A104	Office conference with D. Mallender regarding Motion to Recover Administrative Expenses filed by Silicon Ventures; review of bankruptcy code Section 502 and 365; office conference with D. Mallender regarding Application of Security Deposit.	500.00	1.00	500.00
	WDM	B190	A101	Review and analysis of Silicon Drive Office Ventures (Landlord) claims for pre-petition and post-petition expenses (0.8). Research 502(b)(6) application of security deposit (0.8). Office conference with Randall A. Pulman regarding same (0.4)	375.00	2.00	750.00
	WDM	B190	A101	Review and analysis of Silicon Drive Office Ventures Motion for Administrative Expenses (1.0). Office conference with Randall A. Pulman regarding response to Landlord's motion (0.3)	375.00	1.30	487.50
06/01/2022	WDM	B310	A101	Legal research concerning priority administrative claims, application of Sec. 502(b)(6) limitation applies.	375.00	2.00	750.00
	WDM	B190	A101	Legal research whether security deposit must be prorated among post and pre petition administrative claims and priority administrative claims.	375.00	1.00	375.00
	WDM	B190	A101	Draft Reply to Motion for Payment of Administrative Expenses of Silicon Drive Office Venture	375.00	1.60	600.00
06/02/2022	WDM	B190	A101	Office conference with Randall A. Pulman regarding legal research in			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 5

					Rate	Hours	
				connection with Response to Motion for Administrative Expenses (0.2); additional research regarding application of security deposit to administrative claims (0.3)	375.00	0.50	187.50
	WDM B180	A101		Organization of tasks and documents required for filing of anticipated adversary proceedings	375.00	2.00	750.00
	RAP B130	A104		Telephone conference with Turner regarding post petition elapsed policies.	500.00	0.30	150.00
06/03/2022	RAP B130	A104		E-mail to Jason McKinnie regarding PTO filings and deadlines.	500.00	0.50	250.00
06/06/2022	WDM B120	A101		Email correspondence with C Turner regarding domain name renewal	375.00	0.10	37.50
	WDM B130	A101		Review email correspondence from C Turner regarding proposal to purchase patents	375.00	0.20	75.00
	WDM B130	A101		Telephone conference with C Turner regarding proposal to purchase patents	375.00	0.10	37.50
	WDM B190	A101		Legal research regarding Sec. 365(d) administrative expense claims of landlords	375.00	2.10	787.50
	WDM B190	A101		Office conference with Randall A. Pulman regarding response to Motion for Administrative Expenses	375.00	0.10	37.50
	WDM B190	A101		Office conference with Randall A. Pulman regarding Trustee's offer to J Dunne (Landlord counsel) to settle administrative claim	375.00	0.20	75.00
	WDM B190	A101		Telephone conference with J Dunne regarding request for continuance of hearing and response to administrative expense claim, and Trustee offer to settle	375.00	0.20	75.00
	WDM B190	A101		Legal research regarding Sections 365 and 502 and continue editing draft of response to administrative claim motion	375.00	3.60	1,350.00
	WDM B190	A101		Telephone conference with Chris Hale regarding Utah landlord administrative expense claims, sale of personal property	375.00	0.30	112.50
	RAP B190	A104		Office conference with D. Mallender regarding objection to landlord claim for			

Lowe, Pat

Statement No. 226364
Account No 1934.001
Page: 6

Deeproot - Policy Services, Inc. Case No. 21-51513

					Rate	Hours	
				administrative expenses.	500.00	0.50	250.00
06/07/2022	RAP	B190	A104	Telephone conference with P. Lowe regarding settlement offers out to Silicon Drive landlord.	500.00	0.20	100.00
	RAP	B160	A104	Final review and filing of Motion to Employ G. Murray as accountant; telephone conference with G. Murray regarding same.	500.00	0.20	100.00
	RAP	B190	A104	Office conference with D. Mallender regarding law on leases and deposits and response to Motion to Allow Administrative Expenses.	500.00	0.50	250.00
	LSH	B120	A102	Legal research regarding potential recovery from net losers.	450.00	1.30	585.00
	WDM	B190	A101	Additional legal research regarding application of security deposit to administrative expense claims (1.0); draft and edit response to administrative expense claim (1.2); office conference with Randall A. Pulman regarding same (0.2)	375.00	2.40	900.00
	WDM	B190	A101	Telephone conference with J. Patrick Lowe regarding response to administrative claim motion	375.00	0.30	112.50
	WDM	B120	A101	Telephone conference with Randall A. Pulman and J Patrick Lowe regarding debtors' patents and renewal and sale of such patents	375.00	0.20	75.00
	WDM	B190	A101	Legal research regarding stub rent and analysis of divergent views of the Circuit Courts. Draft and edit response to administrative claim motion	375.00	3.50	1,312.50
06/08/2022	RAP	B130	A104	Telephone conference with Turner and McKinnie regarding status of PTO issues.	500.00	0.50	250.00
	WDM	B190	A101	Legal research, draft and edit response to motion for administrative expenses	375.00	1.20	450.00
	WDM	B130	A101	Zoom call with Randall A. Pulman, C Turner and J McKinnie regarding debtors' patents, renewal thereof, and purchase by C Turner	375.00	1.00	375.00

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 7

				Rate	Hours	
	WDM B310	A101	Office conference with Randall A. Pulman regarding Draper 5 Proof of Claim; email to C Hale requesting Landlord ledger	375.00	0.20	75.00
	WDM B190	A101	Edit response to Landlord administrative claim; office conference with Randall A. Pulman regarding same.	375.00	2.00	750.00
06/09/2022	RAP B190	A104	Office conference with D. Mallender regarding negotiations with Silicon Drive landlord; review of response.	500.00	0.50	250.00
	WDM B190	A101	Continue to draft and edit response to Landlord's administrative expense claim.	375.00	1.50	562.50
06/10/2022	WDM B190	A101	Telephone conference with J Dunne regarding landlord's counter to Trustee's settlement offer. Telephone conference with J Patrick Lowe regarding same and discuss counteroffer from Trustee	375.00	0.40	150.00
06/13/2022	WDM B120	A101	Review and analysis of debtors' financial statements and checking account statement for evidence of insurance related payments	375.00	1.70	637.50
	WDM B190	A101	Telephone conference with J Dunne regarding settlement of landlord's administrative expense claims.	375.00	0.10	37.50
06/14/2022	WDM B190	A101	Email correspondence with J Patrick Lowe and J Dunne regarding settlement of Landlord administrative expense claim	375.00	0.20	75.00
	WDM B310	A101	Email correspondence with Judson Mahon regarding Ascentium proof of claim, request for bank statements	375.00	0.10	37.50
06/15/2022	WDM B190	A101	Review and analysis of Utah landlord's ledger, calculation of outstanding rental payments (1.0); email correspondence with J Patrick Lowe regarding landlord's ledger, rental expense claim.(0.4)	375.00	1.40	525.00
	WDM B130	A101	Review letters from John Hancock Insurance regarding transfer of			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 8

				Rate	Hours	
	WDM B190	A101	policy(ies); email same to C Turner Office conference with Randall A. Pulman regarding Utah landlord's ledger, rental expense claim	375.00	0.10	37.50
	WDM B190	A101	Draft agreed order approving administrative expenses of Silicon Drive Office Venture	375.00	0.20	75.00
				375.00	2.50	937.50
06/16/2022	WDM B190	A101	Email correspondence to J Patrick Lowe regarding agreed order on administrative claim to be uploaded prior to hearing, discuss same	375.00	0.30	112.50
06/17/2022	RAP B160	A108	Review of order awarding fees; reconcile to PC&P books; instructions to credit accounts; telephone conference with Lowe regarding same.	500.00	1.00	500.00
	WDM B190	A101	Email correspondence with J Dunne regarding contents of Agreed Order	375.00	0.20	75.00
06/21/2022	RAP B110	A104	Review of e-mail from Debtor's counsel regarding termination of representation; respond to same.	500.00	0.50	250.00
	RAP B160	A104	Review of McKinnie engagement agreement; comment on same.	500.00	0.50	250.00
	LSH B120	A105	Conference with R. Pulman and A. MacFarlane regarding potential adversaries.	450.00	0.50	225.00
	WDM B180	A101	Prepare subpoena duces tecum to Bank of Utah	375.00	0.40	150.00
06/22/2022	RAP B180	A104	Review of PTO filings.	500.00	0.20	100.00
	RAP B180	A104	Telephone conference with Jay Huling regarding claims against professionals - lawyers and accountants.	500.00	0.30	150.00
	RAP B190	A104	Review of order approving administrative expenses with Silicon Drive LLC.	500.00	0.20	100.00
	WDM B190	A101	Email correspondence with J Dunne regarding changes to Agreed Order and uploading of order and advising Court.	375.00	0.30	112.50
06/23/2022	RAP B130	A104	Review of e-mail from Huling regarding			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 9

					Rate	Hours	
				e-mail accounts; telephone conference with C. Turner regarding ability to recover same; telephone conference with P. Lowe regarding same.	500.00	0.50	250.00
06/29/2022	RAP	B160	A104	Review of Jason McKinnie's Application to Employ; edit of same.	500.00	0.50	250.00
07/01/2022	RAP	B190	A104	Review of Application to Employ Special Counsel; telephone conference with McKinnie regarding same.	500.00	0.50	250.00
	PR3	B110	A110	Manage data/files- Searching and Saving Documents from the SEC relating to [REDACTED] and other individuals	110.00	5.00	550.00
07/04/2022	PR3	B110	A110	Manage data/files- Searching and Saving Documents from the SEC relating to [REDACTED] and other individuals	110.00	5.00	550.00
07/05/2022	PR3	B110	A110	Manage data/files- Searching and Saving Documents from the SEC relating to [REDACTED] and other individuals	110.00	5.00	550.00
07/06/2022	RAP	B190	A104	Telephone conference with G. Murray regarding update on financial investigation.	500.00	0.20	100.00
	PR3	B110	A110	Manage data/files- Searching and Saving Documents from the SEC relating to [REDACTED] and other individuals	110.00	5.00	550.00
07/07/2022	PR3	B110	A110	Manage data/files- Searching and Saving Documents from the SEC relating to [REDACTED] and other individuals	110.00	5.00	550.00
07/08/2022	RAP	B190	A104	Telephone conference with McKinnie regarding collection matter.	500.00	0.30	150.00
	WDM	B130	A101	Email correspondence with C. Turner regarding sale of IP and personal property located in Utah lease space.	375.00	0.10	37.50
	PR3	B110	A110	Manage data/files- Searching and Saving Documents from the SEC relating to			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 10

					Rate	Hours	
				████ and other individuals	110.00	5.00	550.00
07/11/2022	PR3	B110	A110	Manage data/files- Searching and Saving Documents from the SEC relating to █████ and other individuals	110.00	5.00	550.00
07/13/2022	WDM	B190	A101	Review FBI grand jury subpoena served on Pat Lowe requesting production of documents. Discuss method of production of requested documents with Pat Lowe.	375.00	0.30	112.50
07/14/2022	WDM	B120	A101	Review and analysis of debtor's bank statement detail.	375.00	0.30	112.50
07/15/2022	PR3	B110	A110	Manage data/files-Reviewing and Searching for Documents for Forensic Accounting	110.00	2.50	275.00
07/18/2022	WDM	B130	A101	Telephone conference with Chris Turner regarding expiration of domains; discussion regarding purchase of IP.	375.00	0.30	112.50
	WDM	B180	A101	Review debtor records and prepare subpoena duces tecum to PayChex.	375.00	1.00	375.00
	WDM	B110	A101	Conference call with Randall A. Pulman and Pat Lowe regarding status of case administration.	375.00	0.40	150.00
07/20/2022	PR3	B110	A110	Manage data/files- Organizing Information and Data to Save for Investors	110.00	5.00	550.00
07/26/2022	WDM	B110	A101	Meeting with Randall A. Pulman and Anna MacFarlane regarding case management.	375.00	0.50	187.50
	WDM	B120	A101	Review and analysis of spreadsheets prepared by forensic accountant. Prepare comments and send to G. Murray for review.	375.00	1.20	450.00
	WDM	B190	A101	Telephone conference with special agent Tyler Kennedy, FBI, regarding document production.	375.00	0.30	112.50

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 11

				Rate	Hours	
07/27/2022	WDM B120	A101	Additional review and analysis of forensic accountant's spreadsheets/analysis.	375.00	0.50	187.50
07/28/2022	WDM B190	A101	Zoom call with Randall A. Pulman and Greg Murray to review forensic accountant's spreadsheets; prepare for call with SEC. Zoom call with SEC attorneys, Greg Murray and Randall A. Pulman.	375.00	2.20	825.00
	WDM B190	A101	Review Silicon Drive Lease and Ledger and send to G. Murray.	375.00	0.20	75.00
07/29/2022	RAP B180	A104	Review of accounting documents from SEC; forward to Murray.	500.00	0.30	150.00
	WDM B180	A101	Review and analysis of Premier Global Corp. Factoring Agreement with debtor.	375.00	0.30	112.50
	PR3 B110	A110	Manage and Organize SEC data/files	110.00	4.00	440.00
08/03/2022	PR3 B110	A110	Manage and Organize SEC data/files	110.00	4.00	440.00
	WDM B190	A108	Meet with Ben Wulfe concerning FBI request for documents.	375.00	0.40	150.00
	WDM B180	A108	Review updated information/reports from forensic accountant.	375.00	0.40	150.00
	WDM B180	A108	Prepare Subpoenas to Wells Fargo and CNB.	375.00	0.20	75.00
08/04/2022	PR3 B110	A110	Manage and Organize SEC data/files	110.00	4.00	440.00
08/05/2022	PR3 B110	A110	Manage data/files For Forensic Accounting and for FBI Production	110.00	5.10	561.00
08/08/2022	PR3 B110	A110	Manage data/files - Searching Through Documents for Forensic Accounting and Organizing for FBI Production	110.00	3.50	385.00
	RAP B190	A108	Office conference with Benjamin Wulfe (Paralegal 3) regarding review of documents to locate for Greg Murray report and update of .qbd files.	500.00	0.50	250.00
08/09/2022	PR3 B110	A110	Manage data/files	110.00	2.50	275.00
	RAP B190	A108	Telephone conference with Turner; call			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 12

					Rate	Hours	
				with Mueller and counsel regarding transfer of Google Drive files.	500.00	1.50	750.00
	RAP	B190	A108	Second telephone conference with Mueller and Huling regarding transfer of Google Drive information.	500.00	0.50	250.00
	WDM	B190	A108	Prepare response to subpoena from US Attorney/FBI requesting Trustee to produce documents.	375.00	0.30	112.50
08/10/2022	PR3	B110	A110	Manage data/files Scanning Documents for FBI Production and Managing deeproottech Google Drive Account	110.00	6.50	715.00
	RAP	B190	A108	Work on transfer of Google accounts.	500.00	0.50	250.00
	WDM	B130	A108	Email correspondence with C. Turner regarding pinball property purchase and sale agreement.	375.00	0.20	75.00
	WDM	B190	A108	Review documents to be produced to US Attorney/FBI in response to subpoena. Draft letter to US Attorney regarding production of documents.	375.00	1.00	375.00
08/11/2022	PR3	B110	A110	Manage data/files	110.00	4.50	495.00
	RAP	B190	A108	Zoom call with G. Murray regarding status of financial statement and QB update.	500.00	1.00	500.00
	WDM	B190	A108	Telephone conference with US Attorney's office regarding Trustee's response to subpoenas.	375.00	0.20	75.00
08/12/2022	PR3	B110	A110	Manage data/files	110.00	5.60	616.00
	RAP	B190	A108	Office conference with B. Wulfe regarding download documents from Google Drive.	500.00	0.50	250.00
08/15/2022	PR3	B110	A110	Manage data/files- Restoring Google Drive Files and Scanning Folders of Certificate of Ownerships for Investors	110.00	5.50	605.00
08/16/2022	PR3	B110	A110	Manage data/files - Scanning Documents for SharePoint	110.00	6.10	671.00
	WDM	B120	A108	Email correspondence with G. Murray regarding forensic accounting reports -			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 13

					Rate	Hours	
				payments made that require additional information from Wells Fargo.	375.00	0.20	75.00
	WDM B180	A108		Prepare subpoena to Wells Fargo.	375.00	0.40	150.00
	WDM B180	A108		Conference call with Randall A. Pulman and Todd Carrol regarding CNB Custody's response to Subpoena.	375.00	0.60	225.00
08/17/2022	PR3	B110	A110	Assisting Turner in talking to Google Workspace Support to try to recover Google Drive data	110.00	3.30	363.00
	WDM B130	A108		Meeting with Randall A. Pulman and C. Turner regarding pinball property purchase and sale agreement.	375.00	0.60	225.00
08/18/2022	PR3	B110	A110	Manage data/files - Saving and Scanning Documents	110.00	5.50	605.00
08/24/2022	WDM B130	A108		Email correspondence with C. Turner regarding bank statements needed in connection with lapsed policy payments made by debtors.	375.00	0.30	112.50
08/25/2022	PR3	B110	A110	Manage data/files - Scanning and Saving Documents to SharePoint	110.00	5.60	616.00
	WDM B130	A108		Review report prepared by G. Murray re policy purchase and premium payments. Email copy of report to C. Turner.	375.00	0.30	112.50
08/26/2022	PR3	B110	A110	Manage data/files - Scanning in and Saving Policy Services Binders	110.00	3.20	352.00
	WDM B130	A108		Email correspondence with C. Turner regarding info required for FedEx subpoena.	375.00	0.30	112.50
	WDM B180	A108		Telephone conference with Todd Carroll regarding CNB Custody subpoena, confidentiality and protective order. Send draft order to Todd Carroll	375.00	0.40	150.00
08/29/2022	PR3	B110	A110	Manage data/files - Scanning in and saving Policy Service and Life Insurance Binders	110.00	6.20	682.00
	WDM B180	A108		Meet with Randall A. Pulman -			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 14

					Rate	Hours	
				discussion regarding 2004 examinations and subpoenas to be served on Adam Sidwell, estate planning attorneys, others.	375.00	0.20	75.00
08/30/2022	PR3	B110	A110	Manage data/files - Scanning in and saving Policy Service and Life Insurance Binders	110.00	6.00	660.00
	WDM	B180	A108	Email correspondence with Todd Carrol regarding proposed protective order/confidentiality agreement.	375.00	0.20	75.00
	WDM	B180	A108	Prepare subpoena to Federal Express Corporation and related notice.	375.00	0.60	225.00
08/31/2022	PR3	B110	A110	Manage data/files - Locating Files for FedEx Subpoena; Creating Trustee Notebooks; Scanning in and saving Life Insurance Binders	110.00	5.40	594.00
	RAP	B190	A109	Telephone conference with AUSA regarding subpoena and waiver of privilege.	500.00	0.80	400.00
	WDM	B190	A108	Meet with Randall A. Pulman concerning subject matter of call with AUSA.	375.00	0.20	75.00
	WDM	B190	A108	Webex conference call with AUSA regarding request of AUSA and of Mueller's counsel for Trustee to waive privilege related to attorney approval of PPMs. Follow up call with P. Lowe regarding same.	375.00	0.80	300.00
09/01/2022	PR3	B110	A110	Manage data/files - Scanning and saving	110.00	6.70	737.00
	WDM	B180	A107	Email correspondence with Todd Carroll regarding CNB Custody request for protective order or agreement prior to production of documents.	375.00	0.20	75.00
	WDM	B120	A104	Review/analyze debtors' records for information required for preparation of subpoena duces tecum to Federal Express Corporation.	375.00	0.30	112.50
09/02/2022	PR3	B110	A110	Manage data/files - Organizing and Separating Documents in SharePoint	110.00	4.50	495.00
	RAP	B180	A109	Review of documents from CNB.	500.00	0.20	100.00

Lowe, Pat

Statement No. 226364
Account No 1934.001
Page: 15

Deeproot - Policy Services, Inc. Case No. 21-51513

					Rate	Hours	
09/06/2022	PR3	B110	A110	Manage data/files - Searching for and consolidating statements regarding [REDACTED]	110.00	2.80	308.00
	WDM	B190	A104	Review/analyze correspondence from AUSA regarding "Advice of Counsel" defense, request for waiver from Trustee.	375.00	0.20	75.00
	WDM	B190	A101	Meet with Randall A. Pulman and Anna MacFarlane regarding motions to be filed.	375.00	0.30	112.50
	WDM	B180	A107	Telephone conference with Todd Hoodenpyle counsel to creditor Dana Sullivan, regarding her suit against finder Roger Jones, request for copies of bank statements.	375.00	0.30	112.50
09/07/2022	WDM	B180	A104	Review/analyze bank statements and finder agreements regarding creditor Dana Sullivan, request from counsel Todd Hoodenpyle.	375.00	0.30	112.50
	WDM	B120	A103	Draft/revise Notice of 2004 Exam and Subpoena to Adam Sidwell and Future House Publishing, LLC.	375.00	0.60	225.00
	WDM	B190	A104	Review/analyze Subpoena Duces Tecum to Trustee from Davis and Santos regarding documents found in google drive. Email to Randall A. Pulman regarding response thereto.	375.00	0.20	75.00
09/08/2022	WDM	B180	A107	Communicate (other outside counsel) Todd Hoodenpyle regarding lawsuit filed by Dana Sullivan against finder, Roger Jones.	375.00	0.20	75.00
	WDM	B180	A103	Draft/revise Notice of 2004 Exam and Subpoena to Adam Sidwell.	375.00	0.40	150.00
	WDM	B180	A103	Draft/revise Subpoena Duces Tecum to Adam Sidwell.	375.00	0.50	187.50
	WDM	B190	A105	Meet with Ben Wulfe regarding response to Davis & Santos subpoena to Trustee.	375.00	0.20	75.00
09/09/2022	PR3	B120	A110	Assisting Chris Turner with starting up and accessing files from Deeproot Computers	110.00	4.00	440.00

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 16

				Rate	Hours	
	WDM B180	A105	Teams meeting with Randall A. Pulman, Leslie Hyman and Anna MacFarlane regarding status of case, matters to be addressed.	375.00	0.20	75.00
	WDM B120	A108	Meeting with Chris Turner regarding retrieval of data on deeproot servers.	375.00	0.50	187.50
	WDM B120	A108	Meeting with Chris Turner to review data found/recovered from deeproot servers.	375.00	0.50	187.50
	GM B110	A102	Research and Prepare Memo-Substantive Consolidation	100.00	3.00	300.00
09/12/2022	AKM B190	A101	Review and analyze notice of intent to forfeit right to conduct business.	275.00	0.10	27.50
	WDM B110	A101	Team meeting with Randall A. Pulman, Anna MacFarlane and Gaurav Mankotia regarding status of matters, assignment of tasks.	375.00	0.40	150.00
	WDM B110	A107	Communicate (other outside counsel) with Catherine Curtis regarding receipt of notice of forfeiture of authority to do business.	375.00	0.10	37.50
	RAP B190	A109	Appear for/attend Telephone conference with A. MacFarlane, D. Mallender and G. Mankotia regarding [REDACTED] Motion, Motion to Consolidate and adversaries.	500.00	0.50	250.00
	GM B110	A105	Confer with Anna on memo-Substantive consolidation	100.00	0.50	50.00
	GM B110	A101	Continue prepare memo-substantive consolidation with AKM suggest	100.00	1.00	100.00
	GM B110	A105	Office conference with Randall A. Pulman, W. Drew Mallender and Anna MacFarlane regarding consolidation.	100.00	0.50	50.00
09/13/2022	AKM B130	A101	Confer with W. Drew Mallender regarding sale procedure hearing.	275.00	0.40	110.00
	AKM B130	A101	Review draft sale motion orders and correspondence regarding same.	275.00	0.20	55.00
09/14/2022	AKM B130	A101	Attention to correspondence regarding sales motion order.	275.00	0.30	82.50
	AKM B120	A101	Review and analyze notice regarding			

Lowe, Pat

Statement No. 226364
Account No 1934.001
Page: 17

Deeproot - Policy Services, Inc. Case No. 21-51513

					Rate	Hours	
				patent rights.	275.00	0.10	27.50
	WDM B120	A104		Review/analyze loss of european patents.			
				Email C Turner regarding same.	375.00	0.20	75.00
09/16/2022	GM B110	A103		Continue preparing memo regarding substantive consolidation.	100.00	4.00	400.00
09/20/2022	AKM B190	A101		Reviewing Wells Fargo subpoena to confirm response date.	275.00	0.10	27.50
	WDM B190	A108		Email correspondence with Bill Lewis, AUSA, regarding request for Trustee's waiver of attorney client privilege. Address additional document production in response to subpoena.	375.00	0.30	112.50
09/21/2022	AKM B110	A101		Continue drafting substantive consolidation memo; confer with Gaurav Mankotia regarding same.	275.00	0.80	220.00
	WDM B180	A105		Meeting with Greg Murray, forensic accountant, regarding debtors' quickbooks files and reports.	375.00	1.70	637.50
	WDM B120	A107		Telephone call with Todd Carroll regarding request to CNB for production of additional documents.	375.00	0.20	75.00
	WDM B190	A108		Telephone call with Bill Lewis, AUSA, regarding request for waiver of attorney-client privilege, additional document production in response to Subpoena.	375.00	0.30	112.50
	GM B110	A105		Confer with Anna to seek her inputs on the memo-substantive consolidation	100.00	0.50	50.00
	GM B110	A105		Office conference with Randall A. Pulman, W. Drew Mallender and Anna MacFarlane regarding consolidation.	100.00	1.00	100.00
	GM B110	A101		Plan and prepare for Memo on elements of [REDACTED]	100.00	2.00	200.00
09/22/2022	PR3 B120	A110		Manage data/files - Accessing computers with new passwords; meeting with Randy and counsel.	110.00	3.80	418.00
	WDM B120	A110		Meeting with Ben Wulfe regarding information/passwords necessary to			

Lowe, Pat

Statement No. 226364
Account No 1934.001
Page: 18

Deeproot - Policy Services, Inc. Case No. 21-51513

				Rate	Hours	
			access deeproot computers.	375.00	0.30	112.50
WDM B190	A107		Email correspondence with Bill Lewis, AUSA, regarding waiver of attorney-client privilege; discussion with Randall A. Pulman regarding same.	375.00	0.20	75.00
WDM B120	A107		Telephone conversation with Todd Carroll regarding CNB, additional information requested by Greg Murray, forensic accountant.	375.00	0.20	75.00
WDM B180	A105		Meeting with Randall A. Pulman and Anna MacFarlane regarding adversary actions to be filed against net winners, finders, and R Mueller.	375.00	0.30	112.50
WDM B120	A108		Email correspondence with Milton Ramirez concerning Trustee's request for user ID's and passwords required to access debtors' servers.	375.00	0.80	300.00
RAP B190	A109		Telephone conference with P. Lowe regarding waiver of attorney client privilege.	500.00	0.20	100.00
GM B110	A102		Continue prepare memo-substantive consolidation	100.00	2.00	200.00
GM B110	A102		Continue prepare Memo on elements of [REDACTED]	100.00	4.00	400.00
09/23/2022	PR3 B120	A110	Manage data/files - Gaining access to deeproot servers; Searching for Insurance Policies and Life Settlement Providers	110.00	4.60	506.00
	AKM B180	A101	Review of documents produced by Wells Fargo and confer with Randall A. Pulman regarding same.	275.00	0.70	192.50
	AKM B180	A101	Email to Greg Murray with Wells Fargo documents.	275.00	0.10	27.50
	AKM B180	A101	Review of documents produced by CNB.	275.00	0.20	55.00
	WDM B120	A104	Monitor email correspondence among Ben Wulfe, Chris Turner and Milton Ramirez regarding access to debtors' servers.	375.00	0.20	75.00
	WDM B180	A104	Review/analyze sworn accounting provided by R Mueller to SEC.	375.00	1.00	375.00
	WDM B180	A103	Draft notice and subpoena duces tecum to Jackson National Life Insurance			

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 19

				Rate	Hours	
			Company.	375.00	1.80	675.00
RAP	B190	A109	Review of e-mail from BDO regarding request for consent to disclose financial information and audit to SEC; respond to same with client.	500.00	0.30	150.00
GM	B110	A105	Confer with Randall A. Pulman on the Substantive consolidation memorandum.	100.00	0.30	30.00
GM	B110	A103	Continue prepare memo-substantive consolidation with Randall A. Pulman edits	100.00	1.00	100.00
GM	B190	A105	Confer with Anna on memo- ponzi scheme	100.00	0.50	50.00
GM	B190	A103	Continue prepare Memo- ponzi scheme with AKM edits	100.00	1.00	100.00
GM	B190	A105	Confer with Randall A. Pulman on the memo- [REDACTED]	100.00	0.20	20.00
GM	B190	A103	Continue prepare the memo on [REDACTED] with RAP edits	100.00	2.00	200.00
09/25/2022	WDM B180	A103	Draft/revise notice and subpoena duces tecum to Jackson Life Insurance Company.	375.00	0.20	75.00
	WDM B180	A103	Draft/revise Notice of 2004 Exam and Subpoena DT to Adam Sidwell and Future House Publishing.	375.00	0.30	112.50
09/26/2022	WDM B160	A104	Review/analyze time logs in connection with preparation of second firm fee application	375.00	1.20	450.00
09/27/2022	PR3 B110	A110	Manage data/files - Accessing all the deeproot servers and Virtual computers with Turner; Saving documents to external harddrive; Drafting a memo detailing our findings.	110.00	6.00	660.00
	WDM B180	A105	Meeting with Anna MacFarlane - review contemplated adversary actions, finders and net winners tracking spreadsheet	375.00	0.30	112.50
	WDM B120	A110	Manage data/files - Meeting with Chris Turner and Ben Wulfe concerning the recovery of data stored on debtors' servers.	375.00	0.60	225.00

Lowe, Pat

Statement No. 226364

Account No 1934.001

Deeproot - Policy Services, Inc. Case No. 21-51513

Page: 20

					Rate	Hours	
09/28/2022	PR3	B120	A110	Manage data/files - Managing and saving folders from Synology to external hard drives; Searching for Life Settlement Broker Licenses for deeproot insurers.	110.00	5.00	550.00
	WDM	B120	A104	Review/analyze correspondence between R Mueller and Premier Global Corp. regarding factoring service agreement.	375.00	0.50	187.50
	WDM	B120	A110	Manage data/files - Meet with Ben Wulfe regarding recovery of data from debtors' servers.	375.00	0.20	75.00
	WDM	B180	A104	Review/analyze debtor files related to agreement between Policy Services, Inc. and Premier Global Corp - factoring service agreement.	375.00	0.60	225.00
09/29/2022	PR3	B110	A110	Manage data/files - Saving documents from Synology machine to external hard drive	110.00	1.00	110.00
09/30/2022	PR3	B110	A110	Manage data/files - Saving data from Synology to external hard drive	110.00	0.30	33.00
				For Legal Services Rendered		301.60	65,224.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	26.50	\$500.00	\$13,250.00
W. Drew Mallender	77.90	375.00	29,212.50
Anna K. MacFarlane	4.20	275.00	1,155.00
PARA-3	167.70	110.00	18,447.00
Gaurav Mankotia	23.50	100.00	2,350.00
Leslie Hyman	1.80	450.00	810.00

Advances

05/23/2022	B110	E108	Postage - Mailout 1st Fee App Notice - Blend Document Technologies #56118B	858.03
06/23/2022	B110	E106	Online research - TransUnion	20.00
06/23/2022	B110	E106	Online research - TransUnion	5.00
06/30/2022	B110	E106	Online research - TransUnion	5.00
07/01/2022	B110	E107	Fed Ex #816127571706	61.26

Lowe, Pat

Statement No. 226364
Account No 1934.001
Page: 21

Deeproot - Policy Services, Inc. Case No. 21-51513

07/05/2022	B110	E106	Online research - TransUnion	45.00
09/09/2022	B110	E124	Courier fee - Fed Ex #816127571577	50.81
09/23/2022	B110	E106	Online research - TransUnion	25.00
09/27/2022	B110	E124	Best Buy - External harddrives	151.53
Total Advances				1,221.63

Total Current Work 66,446.13

Previous Balance \$43,527.51

Balance Due \$109,973.64

Past Due Amounts					
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
66,446.13	0.00	0.00	0.00	43,527.51	0.00

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B110	Case Administration	19620.50	1221.63
B120	Asset Analysis and Recovery	6539.00	0.00
B130	Asset Disposition	3335.00	0.00
B160	Fee/Employment Applications	6732.50	0.00
B180	Avoidance Action Analysis	6400.00	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	21097.50	0.00
B100	Administration	63,724.50	1,221.63
B310	Claims Administration and Objections	1500.00	0.00
B300	Claims and Plan	1,500.00	0.00

Client Funds

	Beginning Client Funds Balance	\$2,509.81
09/07/2022	Deposit to client funds	50,000.00
09/08/2022	Deposit to client funds	50,000.00
	Ending Client Funds Balance	<u>\$102,509.81</u>

Invoices are payable upon receipt.

EXHIBIT D-2

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226365
 Account No. 1934.002

Page: 1

(deeproot funds) SEC v. Robert J. Mueller, Deeproot Funds, L

Fees

					Rate	Hours	
05/04/2022	WDM	B190	A101	Continue review and analysis of SEC Complaint and supporting documents	375.00	0.50	187.50
05/17/2022	RAP	B190	A109	Respond to e-mail with order modifying freeze.	500.00	0.20	100.00
05/27/2022	RAP	B190	A104	Review of consent judgment and settlement terms from SEC.	500.00	0.20	100.00
06/24/2022	RAP	B120	A104	Review of Settlement Agreement; forward draft to SEC counsel.	500.00	0.30	150.00
06/29/2022	RAP	B190	A104	Review of SEC offers of Judgment; telephone conference with P. Lowe regarding same.	500.00	0.50	250.00
07/06/2022	RAP	B190	A104	Review of proposed judgment and annex from SEC.	500.00	0.50	250.00
07/18/2022	RAP	B190	A108	Telephone conference with counsel for SEC regarding settlement terms.	500.00	0.50	250.00
08/02/2022	RAP	B190	A104	Telephone conference with SEC counsel regarding status.	500.00	0.20	100.00
08/05/2022	WDM	B190	A108	Review Proof of Claim summary.	375.00	0.20	75.00
08/12/2022	RAP	B190	A108	Telephone conference with Turner regarding efforts to re-instate policies.	500.00	0.50	250.00

Lowe, Pat

Statement No. 226365
Account No 1934.002
Page: 2

(deeproot funds) SEC v. Robert J. Mueller, Deepruo

					Rate	Hours	
08/17/2022	RAP	B130	A104	Review and edit of Consent Decree and Final Judgment and proposed by SEC; e-mail to SEC counsel regarding same.	500.00	1.50	750.00
	LSH	B120	A104	Review/analyze proposed SEC settlement documents.	450.00	1.00	450.00
	LSH	B120	A102	Legal research in connection with revise proposed SEC settlement documents.	450.00	0.50	225.00
	AKM	B190	A101	Webex call with SEC counsel regarding settlement.	275.00	0.40	110.00
	AKM	B190	A101	Review and analyze consent decree.	275.00	0.20	55.00
	AKM	B190	A101	Correspondence with SEC counsel regarding stay modification motion.	275.00	0.10	27.50
	AKM	B190	A101	Correspondence to opposing counsel regarding SEC settlement .	275.00	0.10	27.50
	RAP	B120	A104	Telephone conference with SEC attorney regarding settlement agreement and edits.	500.00	0.50	250.00
	WDM	B190	A108	Zoom meeting with SEC attorneys regarding settlement agreement.	375.00	0.30	112.50
08/22/2022	RAP	B190	A108	Telephone conference with SEC lawyer regarding settlement terms.	500.00	1.00	500.00
	LSH	B120	A108	Video conference with SEC counsel and R. Pulman regarding terms of consent and agreed judgment.	450.00	1.00	450.00
08/23/2022	RAP	B190	A108	Review and edits to consent and judgment from SEC; forward to P. Lowe; telephone conference with P. Lowe regarding same; e-mail to SEC regarding same.	500.00	1.00	500.00
	AKM	B190	A101	Reviewing and analyzing revised consent from SEC.	275.00	0.10	27.50
08/24/2022	RAP	B190	A108	Review of SEC comments on Consent and Judgment; review of e-mail regarding same.	500.00	0.30	150.00
	LSH	B120	A103	Continue revising consent and agreed judgment.	450.00	0.30	135.00
	LSH	B120	A108	Email with SEC counsel regarding consent and agreed judgment.	450.00	0.10	45.00
08/30/2022	RAP	B190	A109	Telephone conference with Jay Huling			

Lowe, Pat

of 137

Statement No. 226365

Account No 1934.002

Page: 3

(deeproot funds) SEC v. Robert J. Mueller, Deepruo

					Rate	Hours	
				regarding status and waiver of privilege; forward google documents.	500.00	0.50	250.00
09/07/2022	AKM	B190	A101	Reviewing and analyzing final draft of consent.	275.00	0.20	55.00
09/12/2022	RAP	B190	A109	Review of e-mail regarding sequencing of settlement with Ohana Trust.	500.00	0.20	100.00
				For Legal Services Rendered		12.90	5,932.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	7.90	\$500.00	\$3,950.00
W. Drew Mallender	1.00	375.00	375.00
Anna K. MacFarlane	1.10	275.00	302.50
Leslie Hyman	2.90	450.00	1,305.00

Total Current Work 5,932.50

Previous Balance \$1,578.00

Balance Due \$7,510.50

Past Due Amounts

<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
5,932.50	0.00	0.00	0.00	1,578.00	0.00

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B120	Asset Analysis and Recovery	1705.00	0.00
B130	Asset Disposition	750.00	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	3477.50	0.00
B100	Administration	5,932.50	0.00

Invoices are payable upon receipt.

EXHIBIT D-3

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226375
 Account No. 1934.003

Page: 1

(deeproot funds) In Re deeproot Funds LLC re CCW Braun H

Fees

				Rate	Hours	
05/03/2022	WDM B180	A101	Review and analysis of Proof of Claim filed by CCW for breach of contract. Draft and edit Notice of 2004 Exam and Subpoena DT. Prepare letter to Ray Battaglia regarding scheduling exam and document production	375.00	1.60	600.00
05/04/2022	RAP B180	A108	Communicate (other external) Telephone conference with Battaglia regarding 2004 Examination and possible offer from Conference with for note buy-out.	500.00	0.50	250.00
	RAP B180	A104	Office conference with D. Mallender regarding leverage points on CCW in negotiations.	500.00	0.30	150.00
	WDM B180	A101	Prepare Subpoena Dt to SAWS regarding CCW water bills and meter readings. Review and analysis of CCW loan documents.	375.00	2.00	750.00
05/05/2022	WDM B180	A101	Research property values and tax assessments of car wash property. Research acquisition and ownership status of car wash. Email correspondence with Ray Battaglia	375.00	1.30	487.50
05/11/2022	WDM B130	A101	Telephone conference with Chris Turner regarding CCW Note	375.00	0.50	187.50
	WDM B160	A101	Continue revisions to Fee Application. Prepare Allocation Chart for fee			

Lowe, Pat

Statement No. 226375
Account No 1934.003
Page: 2

(deeproot funds) In Re deeproot Funds LLC re CC

					Rate	Hours	
			application. Review fee application exhibits.		375.00	9.00	3,375.00
05/12/2022	WDM B160	A101	Continue revisions to fee application. Prepare fee application summary. Finalize all for filing		375.00	4.20	1,575.00
05/13/2022	RAP B180	A108	Telephone conference with Ray Battaglia regarding offer to purchase 2nd lien note; forward to Lowe.		500.00	0.50	250.00
05/15/2022	WDM B180	A101	Review CCW settlement offer received from R Battaglia (0.1). Email correspondence with Randall A. Pulman regarding preparation of due diligence request and drafting of purchase agreement		375.00	0.30	112.50
05/25/2022	RAP B180	A104	Telephone conference with Battaglia regarding status; office conference with D. Mallender regarding due diligence request and Purchase Sale Agreement.		500.00	0.50	250.00
	WDM B180	A101	Begin preparation of due diligence checklist in connection with proposed sale of CCW Note		375.00	1.50	562.50
05/31/2022	RAP B180	A104	Review and edit of due diligence list; office conference with D. Mallender regarding same.		500.00	0.30	150.00
	WDM B180	A101	Office conference with Randall A. Pulman regarding due diligence requests to CCW in connection with purchase of Note (0.2). Revise due diligence list (0.2)		375.00	0.40	150.00
06/02/2022	WDM B180	A101	Office conference with Randall A. Pulman regarding response to R Battaglia concerning CCW offer to purchase note		375.00	0.50	187.50
06/13/2022	WDM B180	A101	Email to R Battaglia regarding due diligence requests		375.00	0.10	37.50
06/14/2022	WDM B180	A101	Telephone conference with R Battaglia				

Lowe, Pat

Statement No. 226375
Account No 1934.003
Page: 3

(deeproot funds) In Re deeproot Funds LLC re CC

				Rate	Hours	
			regarding CCW due diligence request and settlement offer	375.00	0.20	75.00
06/16/2022	WDM B180	A101	Office conference with Randall A. Pulman regarding sale of note	375.00	0.20	75.00
06/20/2022	RAP B180	A104	Office conference with D. Mallender regarding confidentiality agreement; review and edit of same.	500.00	0.50	250.00
	WDM B180	A101	Review and revise proposed confidentiality agreement (1.5); email same to J Patrick Lowe (.1)	375.00	1.60	600.00
	WDM B180	A101	Office conference with Randall A. Pulman regarding confidentiality agreement (0.2); email to R Battaglia regarding revisions to confidentiality agreement	375.00	0.30	112.50
06/21/2022	WDM B180	A101	Review revised confidentiality agreement (0.2); email correspondence with J Patrick Lowe and R Battaglia regarding same (0.1); review and analysis of due diligence materials produced by CCW (0.2)	375.00	0.50	187.50
06/22/2022	RAP B180	A104	Review of comments from Battaglia on Purchase and Sale Agreement.	500.00	0.20	100.00
	WDM B180	A101	Review proposed terms of Note purchase (0.4); draft Note Purchase and Sale Agreement (1.6)	375.00	2.00	750.00
06/23/2022	RAP B180	A104	Office conference with D. Mallender regarding terms of sale of note.	500.00	0.20	100.00
	WDM B180	A101	Review and analysis of CCW financial statements, tax returns, calculation of loan balances and loan documents	375.00	1.20	450.00
	WDM B180	A101	Continue drafting PSA	375.00	3.40	1,275.00
	WDM B180	A101	Legal research regarding sale of promissory note; continue drafting Note PSA	375.00	2.00	750.00
06/24/2022	WDM B180	A101	Legal research regarding issues to be			

Lowe, Pat

Statement No. 226375
Account No 1934.003
Page: 4

(deeproot funds) In Re deeproot Funds LLC re CC

				Rate	Hours	
			addressed in Sale Motion regarding Note.	375.00	1.20	450.00
	WDM B180	A101	Continue drafting Note PSA	375.00	4.50	1,687.50
	WDM B180	A101	Continue drafting Note PSA	375.00	1.50	562.50
06/27/2022	WDM B180	A101	Begin drafting 363 Sale Motion regarding Note	375.00	4.00	1,500.00
	WDM B180	A101	Continue drafting 363 Sale Motion regarding Note	375.00	1.30	487.50
06/28/2022	WDM B180	A101	Edit Note PSA and email to R Battaglia for review and comment	375.00	0.50	187.50
	WDM B180	A101	Continue drafting 363 Sale Motion regarding Note	375.00	1.50	562.50
	WDM B180	A101	Office conference with Randall A. Pulman regarding issues relating to 363 Sale Motion regarding Note	375.00	0.20	75.00
	WDM B180	A101	Continue drafting 363 Sale Motion regarding Note	375.00	3.10	1,162.50
06/29/2022	RAP B180	A104	Review of Purchase and Sale Agreement; office conference with D. Mallender regarding same.	500.00	0.50	250.00
	WDM B180	A101	Continue drafting Sale Motion	375.00	1.70	637.50
	WDM B180	A101	Continue drafting and editing Sale Motion regarding Note	375.00	5.60	2,100.00
	WDM B180	A101	Telephone conference with R Battaglia regarding changes to Note PSA and revise PSA accordingly	375.00	0.40	150.00
06/30/2022	WDM B180	A101	Continue drafting Sale Motion regarding Note	375.00	6.00	2,250.00
07/01/2022	AKM B190	A101	Office conference with Randall A. Pulman and W. Drew Mallender regarding strategy.	275.00	0.30	82.50
	RAP B130	A104	Review of Motion to Sell Second Lien Note; office conference with W. Drew Mallender and Anna MacFarlane regarding same; review of documnts and notes.	500.00	1.00	500.00
	WDM B130	A101	Draft and edit Sale Motion; draft sale procedures and order to approve sale			

Lowe, Pat

Statement No. 226375
Account No 1934.003
Page: 5

(deeproot funds) In Re deeproot Funds LLC re CC

				Rate	Hours	
			motion.	375.00	3.00	1,125.00
	WDM B130	A101	Office conference with Randall A. Pulman to discuss Sale Motion and whether adversary proceeding against CCW is warranted	375.00	0.40	150.00
	WDM B190	A101	Office conference with Randall A. Pulman and Anna MacFarlane regarding whether Note is negotiable instrument and whether Subscription Agreement is an executory contract rejected per Section 365	375.00	0.40	150.00
	WDM B130	A101	Continue drafting and editing Sale Motion	375.00	1.40	525.00
07/05/2022	WDM B130	A101	Revise draft of Motion to Sell to include sections regarding holder in due course and executory contract analysis of subscription agreement.	375.00	2.00	750.00
	WDM B130	A101	Meet with Randall A. Pulman regarding Notice procedures to be used for Sale Motion and Motion to Sell.	375.00	0.20	75.00
	WDM B190	A101	Legal research regarding holder in due course, good faith purchaser and executory contracts.	375.00	2.50	937.50
	WDM B130	A101	Revise Sale Motion to include detailed bidding, sales and objection procedures.	375.00	2.00	750.00
	WDM B130	A101	Revise draft of Sale Motion to include section regarding holder in due course and executory contract analysis of subscription agreement.	375.00	2.00	750.00
07/06/2022	RAP B190	A104	Office conference with D. Mallender regarding executory nature of subscription agreement.	500.00	0.20	100.00
	WDM B130	A101	Continue legal research in support of sale motion.	375.00	2.50	937.50
	WDM B130	A101	Draft revisions to Sale Motion.	375.00	3.00	1,125.00
	WDM B130	A101	Draft Orders approving sale procedures and sale of property.	375.00	1.50	562.50
	WDM B130	A101	Revise sale procedures.	375.00	1.00	375.00
07/08/2022	RAP B130	A104	Review and edit of draft of Motion to			

Lowe, Pat

Statement No. 226375
Account No 1934.003
Page: 6

(deeproot funds) In Re deeproot Funds LLC re CC

				Rate	Hours	
			Sell.	500.00	0.50	250.00
	WDM B130	A101	Draft and edit Sale Motion.	375.00	3.50	1,312.50
07/11/2022	WDM B130	A101	Draft and edit Sale Motion.	375.00	1.30	487.50
	WDM B130	A101	Draft and edit Orders approving sale procedures and approval of Sec. 363 sale.	375.00	3.00	1,125.00
	WDM B130	A101	Draft and edit sale procedures and form of notice.	375.00	2.30	862.50
07/18/2022	RAP B130	A108	Review and edit of Motion to Sell Property; office conference with D. Mallender regarding same.	500.00	1.00	500.00
	WDM B130	A101	Draft and edit motion to sell note.	375.00	0.80	300.00
07/19/2022	WDM B130	A101	Draft and edit Motion to Approve Sale, Order to Sell, and Purchase Agreement. Email drafts to Pat Lowe for review and comment; incorporate comments from Pat Lowe.	375.00	3.60	1,350.00
07/26/2022	WDM B130	A101	Telephone conference with Ray Battaglia regarding status of CCW purchase and sale agreement.	375.00	0.20	75.00
08/01/2022	RAP B130	A104	Review of changes of Purchase and Sale Agreement from CCW; Telephone conference with P. Lowe regarding same; telephone conference with R. Battaglia regarding same; instructions to D. Mallender regarding same.	500.00	0.80	400.00
	WDM B130	A108	Review Ray Battaglia's redline of CCW Agreement. Meet with Randall A. Pulman regarding same.	375.00	0.30	112.50
08/02/2022	WDM B130	A108	Review and revise Purchase and Sale Agreement per CCW comments.	375.00	0.40	150.00
08/03/2022	WDM B130	A108	Meet with Randall A. Pulman to discuss CCW comments to Purchase and Sale Agreement.	375.00	0.20	75.00
	WDM B130	A108	Revise Purchase and Sale Agreement.	375.00	0.40	150.00

Lowe, Pat

Statement No. 226375
Account No 1934.003
Page: 7

(deeproot funds) In Re deeproot Funds LLC re CC

				Rate	Hours	
08/08/2022	WDM B130	A108	Telephone conference with Ray Battaglia regarding CCW purchase and sale agreement.	375.00	0.20	75.00
08/09/2022	WDM B130	A108	Draft and edit Motion to Sell.	375.00	0.50	187.50
08/10/2022	WDM B130	A108	Draft and edit motion to approve sale, sale procedures, sale notice and orders. Email to Trustee for review and comment.	375.00	2.00	750.00
08/11/2022	WDM B130	A108	Review Trustee's comments to Motion to Sell. Email to Ray Battaglia regarding same.	375.00	0.30	112.50
08/16/2022	WDM B130	A108	Email correspondence with R. Battaglia regarding Motion to Sell Note.	375.00	0.20	75.00
08/17/2022	WDM B130	A108	Review comments to motion to sell. Telephone conference with R. Battaglia regarding same.	375.00	0.70	262.50
08/23/2022	WDM B130	A108	Telephone conference with R. Battaglia regarding delay to filing of motion to sell.	375.00	0.10	37.50
08/29/2022	WDM B130	A108	Meet with Randall A. Pulman - discussion regarding filing motion to expedite hearing on consideration of sale procedures.	375.00	0.20	75.00
08/30/2022	RAP B190	A109	instruction to D. Mallender and M. Villa regarding filing of Motion to Sell and logistics of sale.	500.00	0.50	250.00
	WDM B130	A108	Meeting with Randall A. Pulman and M. Villa regarding motions and related pleadings to be filed with the court.	375.00	0.20	75.00
	WDM B130	A108	Email correspondence with P. Lowe regarding execution of Purchase and Sale Agreement. Email correspondence and telephone call with R. Battaglia regarding funding deposit, filing of motion to expedite hearing on consideration of sale procedures.	375.00	0.30	112.50

Lowe, Pat

Statement No. 226375

Account No 1934.003

Page: 8

(deeproot funds) In Re deeproot Funds LLC re CC

				Rate	Hours	
09/06/2022	WDM B130	A107	Telephone calls with Ray Battaglia regarding amendments to purchase and sale agreement, amount of deposit. Meet with Randall A. Pulman regarding same. Email to P Lowe regarding agreement to amendments.	375.00	0.60	225.00
	WDM B130	A103	Draft and edit Motion to Expedite Hearing on Sale Procedures Motion. Emails to Jim Rose and Catherine Curtis to confer on motion, confirm no opposition to motion.	375.00	1.70	637.50
	RAP B130	A109	Office conference with D. Mallender regarding status of purchase and sale agreement; review of wire transfer into IOLTA account from purchaser.	500.00	0.50	250.00
09/07/2022	WDM B130	A107	Communicate (other outside counsel) - Email correspondence with Ray Battaglia regarding status of deposit.	375.00	0.10	37.50
	WDM B130	A103	Draft/revise Motion to Sell, Motion and Order to Expedite Hearing on Sale Procedures Motion. Prepare Exhibits for filing with Court.	375.00	3.80	1,425.00
09/08/2022	WDM B130	A107	Communicate (other outside counsel) Ray Battaglia regarding remaining deposit, filing of Motion to Approve Sale Procedures, Motion to Expedite.	375.00	0.30	112.50
	WDM B130	A104	Review/analyze Exhibits for redactions required prior to filing with Court.	375.00	0.50	187.50
	WDM B130	A111	Assist MAV with organization of exhibits and filing of Motion to Sell.	375.00	0.40	150.00
09/09/2022	WDM B130	A105	Teams meeting with Randall A. Pulman, Leslie Hyman and Anna MacFarlane regarding status of sale, matters to be addressed.	375.00	0.20	75.00
09/12/2022	WDM B130	A104	Review and approve witness and exhibits list. Review emails from Court Room Deputy.	375.00	0.30	112.50

Lowe, Pat

Statement No. 226375
Account No 1934.003
Page: 9

(deeproot funds) In Re deeproot Funds LLC re CC

				Rate	Hours	
	WDM B130	A101	Plan and prepare for hearing on Motion to Approve Sale Procedures.	375.00	1.90	712.50
	WDM B130	A107	Communicate (other outside counsel) Ray Battaglia regarding scheduling of hearing.	375.00	0.20	75.00
	RAP B130	A109	Telephone conference with D. Mallender regarding hearing on bid procedure.	500.00	0.30	150.00
09/13/2022	WDM B130	A109	Appear for/attend hearing on Motion to Approve Sale Procedures.	375.00	3.00	1,125.00
	WDM B130	A103	Draft/revise Order, Notice of Sale Hearing, and Sale Procedures per Court's direction at hearing.	375.00	3.30	1,237.50
	RAP B130	A109	Hearing on Motion to Approve Bidding Procedures; telephone conference with P. Lowe and D. Mallender regarding same; review and edit of order approving bidding procedures.	500.00	2.00	1,000.00
09/14/2022	WDM B130	A103	Review and revise Order and file with Court.	375.00	0.30	112.50
	RAP B130	A109	Review of comments to order and notice; final approval of same.	500.00	0.50	250.00
09/19/2022	WDM B120	A104	Review response from potential bidder declining to bid on Note.	375.00	0.10	37.50
			For Legal Services Rendered		134.70	51,832.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	10.80	\$500.00	\$5,400.00
W. Drew Mallender	123.60	375.00	46,350.00
Anna K. MacFarlane	0.30	275.00	82.50

Expenses

09/13/2022	B110	E109	Local travel - Parking at courthouse for hearing - W. Drew Mallender	22.00
			Total Expenses	22.00

Lowe, Pat

Statement No. 226375

Account No 1934.003

Page: 10

(deeproot funds) In Re deeproot Funds LLC re CC

Advances

09/08/2022	B110	E124	Filing Fee - Pay.gov #A23190574	188.00
09/15/2022	B110	E102	Outside printing - Mailout Sale Notice & Procedures - Blend Document Technologies #56485B	1,091.25
			Total Advances	1,279.25
			Total Current Work	53,133.75
			Previous Balance	\$212.50
			Courtesy Discount	-5,000.00
			Balance Due	<u>\$48,346.25</u>

Past Due Amounts					
0-30	31-60	61-90	91-120	121-180	181+
48,133.75	0.00	0.00	0.00	212.50	0.00

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B110	Case Administration	0.00	1301.25
B120	Asset Analysis and Recovery	37.50	0.00
B130	Asset Disposition	24600.00	0.00
B160	Fee/Employment Applications	4950.00	0.00
B180	Avoidance Action Analysis	20725.00	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	1520.00	0.00
B100	Administration	51,832.50	1,301.25

Invoices are payable upon receipt.

EXHIBIT D-4

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226367
 Account No. 1934.004

Page: 1

(PSI) In Re: Deeproot - PSI and matters re MB Hale Ohana R

Fees

				Rate	Hours	
05/03/2022	WDM B120	A101	Draft and edit Notice of 2004 Exam to Ohana Trust and Jeffrey L. Mueller. Prepare Trustee letter to Ed Snyder regarding 2004 Exam and Subpoena DT regarding scheduling.	375.00	1.20	450.00
05/04/2022	RAP B120	A104	Review of correspondence to Snyder regarding 2004 Examination of Mueller, Sr.	500.00	0.30	150.00
	WDM B120	A101	Edit Notice of 2004 Exam and Subpoena DT to Ohana Trustee and Trustee Jeffrey Mueller. Office conference with Randall A. Pulman regarding additional document requests to add to subpoena	375.00	0.50	187.50
05/05/2022	RAP B120	A104	E-mail to Snyder regarding 2004 Examination scheduling.	500.00	0.30	150.00
05/06/2022	RAP B120	A104	Review of e-mail from Ed Snyder regarding 2004 Examination; instructions to D. Mallender regarding issuance of notice.	500.00	0.20	100.00
	RAP B120	A104	Review of draft of 2004 Notice and document subpoena.	500.00	0.30	150.00
	WDM B120	A101	Review 2004 Notice and Subpoena to Ohana Trust prior to service. Review local rules on service of 2004 Notice and Subpoena. Research Rule 2016 and FRCP 45(a)(4)	375.00	0.50	187.50

Lowe, Pat

Statement No. 226367
Account No 1934.004
Page: 2

(PSI) In Re: Deeproot - PSI and matters re MB Hale

					Rate	Hours	
05/14/2022	RAP	B120	A104	Review of documents produced by Ohana Trust.	500.00	0.50	250.00
05/16/2022	WDM	B120	A101	Review emails from Ed Snyder and documents received in response to Subpoena DT directed to Ohana Trust and JL Mueller in advance of 2004 Examination.	375.00	0.50	187.50
05/17/2022	RAP	B120	A109	Call with E. Snyder regarding 2004 Examination of elder Mueller; review of documents produced; telephone conference with with SEC counsel regarding same.	500.00	1.00	500.00
05/18/2022	RAP	B120	A109	Review of documents produced by Ohana Trust.	500.00	0.30	150.00
05/27/2022	RAP	B120	A104	Review of documents for 2004 Examination.	500.00	1.00	500.00
05/31/2022	RAP	B120	A104	Review of exhibits for 2004 Examination; office conference with clerk regarding same.	500.00	0.50	250.00
	RAP	B120	A104	Review of additional documents produced by Jeffery Mueller; e-mail to Ed Snyder regarding same.	500.00	0.50	250.00
06/01/2022	RAP	B120	A104	Review of documents for 2004 examination; review of Hawaii land records.	500.00	0.20	100.00
	WDM	B120	A101	Review document production and identify document to use in connection with 2004 Examination of Jeffrey Mueller	375.00	2.00	750.00
06/02/2022	PR3	B120	A111	Finalize organization of document production for exhibits during 2004 Exam of Jeffrey Mueller	110.00	3.00	330.00
	RAP	B120	A104	Conduct 2004 Examination of Jeffrey Mueller regarding Ohana Hale Trust transaction.	500.00	2.50	1,250.00

Lowe, Pat

Statement No. 226367
Account No 1934.004
Page: 3

(PSI) In Re: Deeproot - PSI and matters re MB Hale

				Rate	Hours	
	RAP	B120	A104	Review of documents for 2004 examination; office conference with staff regarding same.	500.00	0.80 400.00
	WDM	B120	A101	Office conference with Randall A. Pulman regarding preparation of exhibits for 2004 Exam of J Mueller	375.00	0.20 75.00
	WDM	B120	A101	Prepare email memorandum to Randall A. Pulman regarding companies and individuals to be addressed during 2004 Exam of J Mueller	375.00	0.50 187.50
	WDM	B120	A101	Attend 2004 Examination of Jeffrey Mueller	375.00	2.00 750.00
	WDM	B120	A101	Office conference with Randall A. Pulman regarding preparation of settlement offer	375.00	0.50 187.50
	WDM	B120	A101	Draft settlement proposal	375.00	0.50 187.50
06/03/2022	WDM	B120	A101	Review and analysis of documents produced by Ohana Trust and J Mueller	375.00	2.00 750.00
	WDM	B120	A101	Legal research regarding fraudulent transfers with respect to whether prejudgment interest may be claimed by Trustee from date of transfer and office conference with Randall A. Pulman regarding same.	375.00	2.50 937.50
	WDM	B120	A101	Continue draft of settlement proposal	375.00	1.50 562.50
06/04/2022	WDM	B120	A101	Continue to draft and edit settlement proposal	375.00	3.00 1,125.00
06/06/2022	RAP	B120	A108	Telephone conference with P. Lowe regarding settlement offer.	500.00	0.30 150.00
	RAP	B120	A104	Review and edit of settlement letter to Ohana Trust, J. Mueller and Ms. Breen; office conference with D. Mallender regarding same.	500.00	0.50 250.00
	WDM	B180	A101	Revise and edit settlement proposal	375.00	0.20 75.00
06/07/2022	RAP	B120	A104	Telephone conference with P. Lowe regarding approval of settlement offers; e-mail with E. Snyder regarding status and tolling agreement.	500.00	0.20 100.00

Lowe, Pat

Statement No. 226367
Account No 1934.004
Page: 4

(PSI) In Re: Deeproot - PSI and matters re MB Hale

					Rate	Hours	
	WDM B180	A101	Review correspondence regarding tolling agreements between the parties. Office conference with Randall A. Pulman regarding revisions required to tolling agreements		375.00	0.20	75.00
06/08/2022	RAP B120	A104	Telephone conference with E. Snyder regarding settlement discussions; review of tolling agreement.		500.00	0.50	250.00
	WDM B180	A101	Begin draft of tolling agreement		375.00	1.70	637.50
06/15/2022	WDM B180	A101	Edits to tolling agreement		375.00	0.40	150.00
06/16/2022	RAP B120	A109	Review of settlement counter-offer; telephone conference with Lowe regarding same - rejected.		500.00	0.50	250.00
	RAP B120	A109	Confirm settlement offer with SEC.		500.00	0.20	100.00
	RAP B120	A109	E-mail exchange with E. Snyder regarding settlement terms.		500.00	0.50	250.00
	WDM B120	A101	Office conference with Randall A. Pulman receipt of review settlement offer and response		375.00	0.20	75.00
	WDM B190	A101	Confer with Anna MacFarlane regarding case status and updates,		375.00	0.20	75.00
06/21/2022	AKM B190	A101	Confer with Drew Mallender regarding case status and updates.		275.00	0.20	55.00
	AKM B190	A101	Confer with Randall A. Pulman and Leslie S. Hyman regarding case strategy.		275.00	0.60	165.00
	RAP B120	A104	Telephone conference with E. Snyder regarding settlement offer and terms.		500.00	0.30	150.00
	LSH B120	A105	Conference with R. Pulman regarding Ohana Trust issues.		450.00	0.40	180.00
06/22/2022	RAP B120	A104	Review of e-mail accepting settlement offer.		500.00	0.20	100.00
06/23/2022	AKM B190	A101	Confer with Randall A. Pulman regarding settlement and next steps.		275.00	0.10	27.50
	AKM B190	A101	Reviewing documents in file and beginning to prepare settlement agreement.		275.00	2.50	687.50

Lowe, Pat

Statement No. 226367
Account No 1934.004
Page: 5

(PSI) In Re: Deeproot - PSI and matters re MB Hale

				Rate	Hours	
	RAP	B120	A104	Review of e-mail accepting offer; office conference with A. MacFarlane regarding same and drafting of Settlement Agreement and 9019 Motion.	500.00	0.30 150.00
06/24/2022	AKM	B190	A101	Continue preparing settlement agreement and reviewing relevant documents in file regarding same.	275.00	4.40 1,210.00
06/27/2022	AKM	B190	A101	Review and analyze 2004 examination transcript of Jeffrey Mueller/Ohana Trust.	275.00	1.50 412.50
	AKM	B190	A101	Attend Zoom meeting with Randall A. Pulman, W. Drew Mallender, and SEC Attorneys regarding Ohana Trust matters.	275.00	1.00 275.00
	AKM	B190	A101	Conduct research regarding real property records for certificate of trust.	275.00	0.30 82.50
	AKM	B190	A101	Confer with Randall A. Pulman and W. Drew Mallender regarding strategy following SEC call.	275.00	0.20 55.00
	RAP	B120	A104	Telephone conference with SEC Counsel regarding settlement terms; e-mail to Ed Snyder regarding same.	500.00	1.00 500.00
	WDM	B120	A101	Video conference call with Randall A. Pulman and SEC attorneys regarding settlement with MB Hale Ohana Trust	375.00	1.00 375.00
	WDM	B120	A101	Research certification of trust forms, purpose and uses	375.00	0.40 150.00
06/29/2022	AKM	B190	A101	Confer with Randall A. Pulman regarding strategy.	275.00	0.10 27.50
	RAP	B120	A104	Office conference with A. MacFarlane regarding filing of Complaint.	500.00	0.20 100.00
06/30/2022	AKM	B190	A101	Prepare case summary for adversary proceeding while reviewing and analyzing documents in case regarding same.	275.00	1.40 385.00
07/01/2022	AKM	B190	A101	Continue preparing case summary while reviewing case documents.	275.00	2.10 577.50
07/05/2022	AKM	B190	A101	Continue preparing case summary and reviewing case documents regarding		

Lowe, Pat

Statement No. 226367
Account No 1934.004
Page: 6

(PSI) In Re: Deeproot - PSI and matters re MB Hale

				Rate	Hours	
			same.	275.00	1.90	522.50
07/08/2022	AKM B190	A101	Webex call with Randall A. Pulman and SEC attorneys regarding case.	275.00	1.00	275.00
	AKM B190	A101	Beginning to revise Ohana Trust settlement agreement.	275.00	0.30	82.50
	RAP B190	A104	Telephone conference with SEC counsel regarding status of settlements.	500.00	1.00	500.00
07/11/2022	AKM B190	A101	Preparing revised settlement agreement and begin preparing 9019 motion.	275.00	5.60	1,540.00
07/12/2022	AKM B190	A101	Continue preparing 9019 motion and proposed order.	275.00	2.00	550.00
07/18/2022	AKM B190	A101	Confer with Randall A. Pulman regarding Ohana settlement.	275.00	0.20	55.00
	AKM B190	A101	Continue preparing 9019 and settlement agreement per Randall A. Pulman comments.	275.00	0.80	220.00
	RAP B120	A108	Office conference with A. MacFarlane regarding preparation of settlement agreement and 9019 Motion.	500.00	0.30	150.00
07/19/2022	AKM B190	A101	Continue preparing 9019 and settlement agreement per Randall A. Pulman comments.	275.00	0.30	82.50
07/26/2022	RAP B120	A104	Review and edit of Rule 9019 Motion and Settlement Agreement.	500.00	0.50	250.00
08/02/2022	AKM B190	A101	Continue drafting Ohana Trust Settlement Agreement per Randall A. Pulman comments and edits.	275.00	0.70	192.50
	RAP B120	A104	Review and edit of settlement agreement; forward to client for review.	500.00	0.50	250.00
	WDM B190	A108	Conference call with SEC regarding Ohana Trust settlement.	375.00	0.20	75.00
08/03/2022	RAP B190	A104	Review of settlement agreement; edit of same; forward to opposing counsel for review.	500.00	0.50	250.00

Lowe, Pat

Statement No. 226367
Account No 1934.004
Page: 7

(PSI) In Re: Deeproot - PSI and matters re MB Hale

					Rate	Hours	
08/04/2022	AKM B190	A101	Attention to settlement agreement and correspondence related thereto.		275.00	1.10	302.50
08/09/2022	AKM B190	A101	Continue drafting settlement agreement per Randall A. Pulman comments and edits.		275.00	1.70	467.50
08/10/2022	AKM B190	A101	Confer with Randall A. Pulman regarding settlement agreement.		275.00	0.30	82.50
	AKM B190	A101	Continue drafting settlement agreement per Randall A. Pulman comments and edits.		275.00	0.60	165.00
	RAP B190	A108	Review and edit of Settlement Agreement; Office conference with A. MacFarlane regarding same.		500.00	0.50	250.00
08/11/2022	AKM B190	A101	Attention to settlement agreement correspondence.		275.00	0.10	27.50
08/12/2022	AKM B190	A101	Attention to correspondence with SEC regarding settlement mechanics.		275.00	0.30	82.50
	AKM B190	A101	Drafting addition to SEC motion.		275.00	0.60	165.00
	RAP B190	A108	Final review and edit of Settlement Agreement with Snyder comments; forward to SEC for review.		500.00	0.50	250.00
08/18/2022	AKM B190	A101	Review and analyze correspondence regarding settlement documents.		275.00	0.30	82.50
	AKM B190	A101	Review and analyze opposing counsel comments to settlement agreement.		275.00	0.10	27.50
08/23/2022	AKM B190	A101	Continue drafting settlement agreement and 9019 Motion for Randall A. Pulman final review.		275.00	1.10	302.50
08/24/2022	RAP B190	A108	Final review of settlement agreement; forward to Snyder for execution.		500.00	0.50	250.00
08/30/2022	RAP B190	A109	Office conference with D. Mallender and M. Villa regarding filing of 9019 Motion.		500.00	0.20	100.00

Lowe, Pat

Statement No. 226367
Account No 1934.004
Page: 8

(PSI) In Re: Deeproot - PSI and matters re MB Hale

				Rate	Hours	
09/06/2022	WDM B110	A107	Telephone conference with Ed Snyder regarding execution of settlement agreement.	375.00	0.10	37.50
	RAP B190	A109	Review of settlement agreement executed; office conference with D. Mallender regarding filing of 9019 order.	500.00	0.50	250.00
09/07/2022	AKM B190	A101	Continue preparing 9019 for Ohana Trust and finalizing same for filing.	275.00	1.90	522.50
09/08/2022	AKM B190	A101	Finalizing 9019 for Ohana Trust for filing.	275.00	0.10	27.50
			For Legal Services Rendered		78.90	27,545.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	18.10	\$500.00	\$9,050.00
W. Drew Mallender	22.00	375.00	8,250.00
Anna K. MacFarlane	35.40	275.00	9,735.00
PARA-3	3.00	110.00	330.00
Leslie Hyman	0.40	450.00	180.00

Advances

06/01/2022	B110	E101	Bureau of Conveyance - Copies of Condo Deeds	48.00
06/22/2022	B110	E123	Professional fees - Video Recording 2004 Examination - Lexitas #1311921	965.00
06/22/2022	B110	E116	Trial transcripts - 2004 Examination - Lexitas #1311918	1,276.40
09/12/2022	B110	E102	Outside printing - Mailout 9019 Motion - Blend Document Technologies #56466B	1,171.47
			Total Advances	3,460.87
			Total Current Work	31,005.87

Balance Due

\$31,005.87

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B110	Case Administration	37.50	3460.87

Lowe, Pat

Statement No. 226367
Account No 1934.004
Page: 9

(PSI) In Re: Deeproot - PSI and matters re MB Hale

		<u>Fees</u>	<u>Expenses</u>
B120	Asset Analysis and Recovery	14835.00	0.00
B180	Avoidance Action Analysis	937.50	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	11735.00	0.00
B100	Administration	27,545.00	3,460.87

Invoices are payable upon receipt.

EXHIBIT D-5

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226368
 Account No. 1934.005

Page: 1

(PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas Andrew

Fees

				Rate	Hours	
05/06/2022	WDM B190	A101	Draft Notice of 2004 Exam and Subpoena DT to Cycladic (1.5); review and analysis of debtors' files regarding Cycladic contracts and correspondence (3.5)	375.00	5.00	1,875.00
05/09/2022	WDM B180	A101	Continue preparation of 2004 Notice and Subpoena DT to Cycladic. Research Florida SOS records regarding Cycladic, LLC	375.00	2.50	937.50
	WDM B180	A101	Review and analysis of SEC testimony of Robert Mueller and Thomas Andrew. Review of related exhibits.	375.00	4.00	1,500.00
05/10/2022	RAP B180	A105	Office conference with D. Mallender regarding claims against Cycladic.	500.00	0.50	250.00
	WDM B180	A101	Continue to draft and edit 2004 Notice and Subpoena DT to Cycladic (0.5); office conference with Randall A. Pulman regarding Thomas Andrew testimony and discussion of potential causes of action (0.5). Research TUFTA provisions regarding causes of action against transferee for [REDACTED]			
			(2.0)	375.00	3.00	1,125.00
	WDM B180	A101	Continue review and analysis of Thomas Andrew testimony and continue review of SEC exhibits	375.00	3.40	1,275.00
	WDM B180	A101	Draft and edit Document Requests to			

Lowe, Pat

Statement No. 226368

Account No 1934.005

(PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas

Page: 2

				Rate	Hours	
			Thomas Andrew (0.3); research companies associated with Thomas Andrew (0.2)	375.00	0.50	187.50
05/31/2022	WDM B180	A101	Continue to draft and edit notice of 2004 examination and Subpoena DT to Cycladic.	375.00	0.50	187.50
06/09/2022	WDM B180	A101	Legal research regarding analysis of [REDACTED], Section 548, [REDACTED], TUFTA.	375.00	2.50	937.50
06/13/2022	WDM B180	A101	Legal research regarding Section 544 and TUFTA concerning [REDACTED]	375.00	2.50	937.50
06/14/2022	WDM B180	A101	Legal research regarding [REDACTED] [REDACTED] begin drafting [REDACTED].	375.00	1.00	375.00
06/15/2022	WDM B180	A101	Continue draft of [REDACTED]	375.00	1.00	375.00
06/16/2022	WDM B180	A101	Office conference with Randall A. Pulman regarding drafting of adversary complaint	375.00	0.20	75.00
06/20/2022	WDM B180	A101	Legal research, review and analysis of Policy Purchase Agreements (1.8); continue draft of adversary complaint (0.7)	375.00	2.50	937.50
06/21/2022	WDM B180	A101	Legal research regarding Section 548, extreme overcharge by Cycladic	375.00	0.90	337.50
06/22/2022	AKM B190	A101	Confer with Randall A. Pulman and Drew Mallender regarding case strategy.	275.00	0.30	82.50
07/12/2022	WDM B180	A101	Draft and edit Notice of 2004 examination and Subpoena DT.	375.00	1.40	525.00
	WDM B180	A101	Review and analysis of deposition testimony of Thomas Andrew.	375.00	1.00	375.00
	WDM B180	A101	Draft [REDACTED] [REDACTED]			

Lowe, Pat

of 137

October 18, 2022

Statement No. 226368

Account No 1934.005

(PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas

Page: 3

				Rate	Hours	
			[REDACTED]	375.00	3.00	1,125.00
07/13/2022	WDM B180	A101	Draft and edit [REDACTED] [REDACTED].	375.00	4.50	1,687.50
07/14/2022	AKM B190	A101	Confer with W. Drew Mallender regarding Cycladic [REDACTED]	275.00	0.20	55.00
	WDM B180	A101	Draft and edit [REDACTED] [REDACTED].	375.00	5.50	2,062.50
07/18/2022	WDM B190	A101	Draft and edit [REDACTED] [REDACTED].	375.00	0.60	225.00
	WDM B190	A101	Review and analysis of policy funding agreements, prepare spreadsheet analysis of project funding agreement data.	375.00	3.30	1,237.50
07/19/2022	WDM B190	A101	Draft and edit [REDACTED].	375.00	1.00	375.00
07/26/2022	RAP B120	A104	Review and approval of 2004 notices and subpoenas; signature of same.	500.00	0.50	250.00
08/09/2022	RAP B190	A108	Review of e-mail from opposing counsel regarding response to 2004 notice; forward to D. Mallender.	500.00	0.20	100.00
	WDM B180	A108	Email correspondence with counsel for Cycladic regarding 2004 examination. Telephone conference with S. Humeniuk regarding request for extension of time to respond to subpoena and extend date to conduct 2004 examination.	375.00	0.50	187.50
08/10/2022	RAP B190	A108	Review of e-mail regarding extension of time for Cycladic to respond to demand.	500.00	0.20	100.00
	WDM B180	A108	Email correspondence with Steve Humeniuk regarding extension of time to comply with subpoena and to conduct 2004 examination.	375.00	0.40	150.00
08/12/2022	WDM B190	A108	Email correspondence to P. Lowe regarding request by Cycladic to produce documents subject to protective order. Email correspondence with S. Humeniuk			

Lowe, Pat

Statement No. 226368
Account No 1934.005
Page: 4

(PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas

					Rate	Hours	
				regarding form of protective order.	375.00	0.20	75.00
08/22/2022	RAP	B190	A108	Review of protective order; office conference with D. Mallender regarding use of WD appendix H.	500.00	0.20	100.00
08/23/2022	RAP	B190	A108	Telephone conference with Cycladic counsel regarding Motion to Quash 2004 notice.	500.00	0.50	250.00
	WDM	B190	A108	Review Cycladic's proposed protective order.	375.00	0.60	225.00
	WDM	B190	A108	Prepare draft confidentiality and protective agreement, send to counsel. Conference call with Randall A. Pulman and Steve Humeniuk regarding protective order and other issues related to 2004 exam.	375.00	1.00	375.00
08/24/2022	WDM	B190	A108	Review objections to document production requests.	375.00	0.60	225.00
	WDM	B190	A108	Meet with Ben Wulfe regarding compiling Cycladic document production and documents produced to Trustee by SEC. Review documents found in debtors' records concerning Cycladic.	375.00	1.00	375.00
	WDM	B190	A108	Telephone conference and email correspondence with S. Humeniuk regarding motion to quash.	375.00	0.10	37.50
	WDM	B190	A108	Review and analysis of Cycladic related documents found in debtors' records.	375.00	0.80	300.00
	PR3	B110	A110	Manage data/files - Collecting Cycladic Docs; Scanning and Saving in physical documents	110.00	5.50	605.00
08/25/2022	RAP	B190	A108	Review of Motion to Quash 2004 Examination; instructions to D. Mallender regarding response to same.	500.00	0.50	250.00
	WDM	B190	A108	Prepare exhibits for hearing on motion to quash and objections to subpoena DT.	375.00	1.00	375.00
	WDM	B190	A108	Prepare exhibits for hearing on motion to quash. Meet with Randall A. Pulman regarding same.	375.00	1.00	375.00

Lowe, Pat

Statement No. 226368

Account No 1934.005

Page: 5

(PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas

				Rate	Hours	
	AKM B190	A101	Review and analyze Cycladic motion to quash 2004 exam.	275.00	0.30	82.50
	WDM B130	A108	Draft and edit motion to sell pinball property.	375.00	1.30	487.50
08/26/2022	WDM B190	A108	Review debtors' records concerning Cycladic, prepare exhibits for hearing on motion to quash.	375.00	2.70	1,012.50
	WDM B190	A108	Review deposition testimony of Thomas Andrew in preparation for hearing on motion to quash, preparation of exhibits for such hearing.	375.00	1.20	450.00
08/29/2022	RAP B190	A109	Office conference with D. Mallender regarding exhibits for hearing.	500.00	0.30	150.00
	WDM B190	A108	Review and analysis of debtors' records for use as exhibits at hearing on motion to quash subpoenas. Meet with Randall A. Pulman to discuss same.	375.00	1.70	637.50
08/30/2022	RAP B190	A109	Review of exhibits for filing for hearing on Motion to Quash; office conference with D. Mallender regarding same.	500.00	0.50	250.00
	WDM B190	A108	Meeting with Randall A. Pulman and MAV regarding preparation for hearing on motion to quash, and preparation and filing of exhibit and witness list; review exhibits to be included.	375.00	0.30	112.50
	WDM B190	A108	Review and analysis of Exhibits to be used at hearing on motion to quash.	375.00	0.80	300.00
	WDM B190	A108	Draft and edit summary of life insurance policy purchase and sale agreements.	375.00	1.00	375.00
	WDM B190	A108	Review and analysis of proposed exhibits in light of Steve Humeniuk's emails concerning claims of confidentiality and attorney client privilege.	375.00	1.00	375.00
	WDM B190	A108	Prepare and send email to S. Humeniuk regarding summary of life insurance policy purchase and sale agreements, copies of underlying documents.	375.00	0.20	75.00
08/31/2022	RAP B190	A109	Review of exhibits for hearing; telephone			

				Rate	Hours	
			conference with SEC attorneys regarding use of transcript of interview during hearing.	500.00	1.00	500.00
	RAP B190	A109	Review of e-mail from opposing counsel regarding privileged documents.	500.00	0.20	100.00
	WDM B190	A108	Review and analysis of legal arguments presented in motion to quash.	375.00	0.40	150.00
	WDM B190	A108	Review and analysis of protective order filed in SEC case as well as letters by and between the SEC and Randall A. Pulman regarding the confidentiality of documents produced by the SEC to Trustee.	375.00	0.90	337.50
	WDM B190	A108	Discussions with Randall A. Pulman regarding confidentiality concerns.	375.00	0.40	150.00
	WDM B190	A108	Meet with Randall A. Pulman to discuss [REDACTED]; [REDACTED]			
	WDM B190	A108	Legal research and analysis of Section 548 fraudulent transfers to Cycladic, [REDACTED]	375.00	0.20	75.00
			[REDACTED]	375.00	3.00	1,125.00
09/01/2022	WDM B110	A109	Appear for/attend Hearing on Motion to Quash 2004 and Subpoena	375.00	3.00	1,125.00
	RAP B190	A109	Prepare for hearing; review of documents; attend hearing on Motion to Quash.	500.00	1.00	500.00
	WDM B180	A107	Email correspondence with Steve Humeniuk regarding draft order concerning motion to quash cycladic 2004 Exam and Subpoena (0.3); review and comment on draft order (0.2)	375.00	0.50	187.50
09/02/2022	WDM B190	A107	Email correspondence with S Humeniuk regarding order on motion to quash 2004 exam and subpoena. Review and comment on draft order.	375.00	0.50	187.50
	WDM B190	A103	Review, comment, draft and edit proposed order denying in part and			

Lowe, Pat

Statement No. 226368

Account No 1934.005

Page: 7

(PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas

				Rate	Hours	
			granting in part motion to quash 2004 exam and subpoena. Email correspondence with S Humeniuk regarding same.	375.00	2.20	825.00
	RAP B190	A109	Review of order on Motion to Quash 2004 examination.	500.00	0.20	100.00
09/06/2022	WDM B190	A101	Meeting with Randall A. Pulman and Anna MacFarlane regarding protective order requested by Cycladic.	375.00	0.20	75.00
	WDM B190	A103	Draft/revise proposed protective and confidentiality order. Email to S Humeniuk regarding same.	375.00	1.00	375.00
	WDM B190	A103	Draft/revise order on motion to quash 2004 exam and subpoena. Email correspondence with S Humeniuk regarding proposed revisions to order.	375.00	1.20	450.00
	RAP B190	A109	Finalize order, approve for filing. Review of orders; office conference with D. Mallender regarding same.	500.00	0.50	250.00
09/07/2022	WDM B190	A107	Email correspondence and tel with S Humeniuk regarding filing of order on motion to quash.	375.00	0.20	75.00
09/08/2022	WDM B190	A107	Email correspondence with S Hummeniuk regarding rescheduling 2004 Exam of Cycladic.	375.00	0.10	37.50
09/09/2022	WDM B190	A105	Teams meeting with Randall A. Pulman, Leslie Hyman and Anna MacFarlane regarding scheduling of 2004 Exam, matters to be addressed.	375.00	0.20	75.00
09/21/2022	WDM B180	A105	Meet with Randall A. Pulman regarding Cycladic [REDACTED].	375.00	0.20	75.00
09/23/2022	WDM B180	A102	Research and analysis of Texas Insurance Code relating to Life Settlements, licensing of brokers and providers.	375.00	1.00	375.00
	WDM B180	A104	Review/analyze revised protective order and joint motion for protective order.			

Lowe, Pat

of 137

October 18, 2022

Statement No. 226368

Account No 1934.005

Page: 8

(PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas

			Rate	Hours	
		Email correspondence with Steve Humeniuk regarding filing of motion and protective order.	375.00	0.60	225.00
WDM B180	A105	Meet with Randall A. Pulman, discussion of Texas Insurance Code regarding Life Settlements.	375.00	0.20	75.00
WDM B180	A105	Meeting with Randall A. Pulman and Ben Wulfe regarding research of insurance licensing requirements of Cycladic, Thomas Andrew in various states	375.00	0.30	112.50
WDM B180	A102	Research [REDACTED] and [REDACTED], review [REDACTED].	375.00	1.00	375.00
RAP B190	A109	Office conference with D. Mallender regarding life settlement registration and licensure of Cycladic.	500.00	0.20	100.00
		For Legal Services Rendered		97.30	35,762.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	6.50	\$500.00	\$3,250.00
W. Drew Mallender	84.50	375.00	31,687.50
Anna K. MacFarlane	0.80	275.00	220.00
PARA-3	5.50	110.00	605.00

Expenses

09/01/2022	B110	E109	Local travel - Parking for hearing - Drew Mallender	22.00
			Total Expenses	22.00
			Total Current Work	35,784.50

Balance Due \$35,784.50

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B110	Case Administration	1730.00	22.00
B120	Asset Analysis and Recovery	250.00	0.00
B130	Asset Disposition	487.50	0.00

Lowe, Pat

Statement No. 226368

Account No 1934.005

Page: 9

(PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas

		<u>Fees</u>	<u>Expenses</u>
B180	Avoidance Action Analysis	16975.00	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	16320.00	0.00
B100	Administration	35,762.50	22.00

Invoices are payable upon receipt.

EXHIBIT D-6

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226369
 Account No. 1934.006

Page: 1

(PSI) Claim against Jill R Winn - Net Winner

Fees

				Rate	Hours	
06/09/2022	WDM B180	A101	Review and analysis of debtors' investor files to uncover evidence of payments made to Jill Winn.	375.00	0.70	262.50
	WDM B180	A101	Legal research regarding application of net winner rule, clawback of payments to net winner	375.00	2.00	750.00
	WDM B180	A101	Draft demand letter to Jill Winn as net winner	375.00	1.00	375.00
06/13/2022	WDM B180	A101	Review and analysis of debtors' records regarding evidence of payments to Jill Winn, evidence of investments in deeproot pinball.	375.00	0.50	187.50
06/14/2022	WDM B180	A101	Review and analysis of debtors' records regarding Jill winn's investments, track flow of funds to determine return on investment (1.5) ; prepare analysis of flow of funds and email to Randall A. Pulman (1.0)	375.00	2.50	937.50
06/20/2022	RAP B180	A104	Review of demand letter and documents.	500.00	0.50	250.00
	WDM B180	A101	Office conference with Randall A. Pulman regarding demand letter to Jill Winn, net winner	375.00	0.20	75.00
06/21/2022	WDM B180	A101	Email correspondence to Greg Murray regarding Jill Winn payments	375.00	0.20	75.00
	WDM B180	A101	Review and analysis of deeproot funds'			

Lowe, Pat

Statement No. 226369

Account No 1934.006

Page: 2

(PSI) Claim against Jill R Winn - Net Winner

				Rate	Hours	
			financials and reconciliation statements	375.00	2.70	1,012.50
	WDM B180	A101	Review and analysis of debtors' schedules	375.00	0.50	187.50
	WDM B180	A101	Office conference with Randall A. Pulman regarding evidence of payments made to Bingham & Lea and to Community Bank	375.00	0.30	112.50
07/26/2022	WDM B190	A101	Revise demand letter to J. Winn, net winner.	375.00	0.40	150.00
07/27/2022	RAP B180	A104	Office conference with D. Mallender regarding demand on net winners; review and signature of notice letter to Jill Winn.	500.00	1.00	500.00
	WDM B180	A101	Revise and update demand letter to J. Winn with new forensic accounting information.	375.00	0.80	300.00
	WDM B190	A101	Meet with Randall A. Pulman regarding draft demand letter to J. Winn. Revise demand letter.	375.00	0.30	112.50
07/28/2022	RAP B180	A104	Telephone conference with G. Murray regarding forensic accounting review; call with SEC regarding accounting issues.	500.00	2.00	1,000.00
08/09/2022	RAP B180	A108	Review of settlement documents between deeproot and Winn and correspondence from R. Lea.	500.00	0.50	250.00
08/10/2022	WDM B180	A108	Review and analysis of Jill Winn/Deeproot settlement agreement and investment documents.	375.00	0.30	112.50
09/22/2022	WDM B180	A102	Research and review debtors' accounting files regarding payments to Jill Winn.	375.00	0.50	187.50
09/24/2022	RAP B190	A109	Review and edit of demand letter for turnover; forward to Lowe regarding approval.	500.00	1.00	500.00
09/29/2022	AKM B180	A101	Begin drafting pre-suit demand for payment; reviewing documents in file regarding same.	275.00	<u>1.50</u>	<u>412.50</u>

Lowe, Pat

of 137

Statement No. 226369

Account No 1934.006

Page: 3

(PSI) Claim against Jill R Winn - Net Winner

	Rate	Hours	
For Legal Services Rendered		19.40	7,750.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	5.00	\$500.00	\$2,500.00
W. Drew Mallender	12.90	375.00	4,837.50
Anna K. MacFarlane	1.50	275.00	412.50

Total Current Work		7,750.00
--------------------	--	----------

Balance Due	<u><u>\$7,750.00</u></u>
--------------------	--------------------------

Task Code Summary

	<u>Fees</u>	<u>Expenses</u>
B180 Avoidance Action Analysis	6987.50	0.00
B190 Other Contested Matters (excluding assumption/rejection motions)	762.50	0.00
B100 Administration	7,750.00	0.00

Invoices are payable upon receipt.

EXHIBIT D-7

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226370
 Account No. 1934.007

Page: 1

(PSI) Claims Against Robert J. Mueller, et al.

Fees

				Rate	Hours	
05/03/2022	WDM B190	A101	Begin draft and edit of Complaint against Robert Mueller	375.00	1.00	375.00
	WDM B190	A101	Continue to draft and edit Complaint against Robert Mueller	375.00	1.00	375.00
05/04/2022	WDM B190	A101	Continue draft and edits of Complaint against Robert Mueller.	375.00	2.00	750.00
05/05/2022	WDM B190	A101	Continue drafting and editing complaint against R Mueller	375.00	1.50	562.50
09/07/2022	AKM B190	A101	Begin drafting demand for [REDACTED]	275.00	0.50	137.50
09/09/2022	AKM B190	A101	Continue preparing demand [REDACTED]	275.00	1.80	495.00
09/19/2022	AKM B190	A101	Continue drafting demand on [REDACTED] and review of documents regarding same.	275.00	3.50	962.50
09/20/2022	AKM B190	A101	Continue drafting demand to [REDACTED]	275.00	0.80	220.00
09/21/2022	AKM B190	A101	Continue reviewing and analyzing SEC deposition transcript of Mueller and exhibits.	275.00	4.40	1,210.00
09/22/2022	AKM B190	A101	Confer with Randall A. Pulman regarding			

Lowe, Pat

of 137

October 18, 2022

Statement No. 226370

Account No 1934.007

Page: 2

(PSI) Claims Against Robert J. Mueller, et al.

				Rate	Hours	
			demand on [REDACTED]	275.00	0.20	55.00
	AKM B190	A101	Continue drafting demand on [REDACTED] per Randall A. Pulman comments and edits.	275.00	0.50	137.50
09/24/2022	AKM B190	A101	Review of correspondence regarding [REDACTED] letter.	275.00	0.30	82.50
09/26/2022	AKM B190	A101	Continue drafting [REDACTED] letter per Randall A. Pulman comments and edits.	275.00	0.20	55.00
			For Legal Services Rendered		17.70	5,417.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
W. Drew Mallender	5.50	\$375.00	\$2,062.50
Anna K. MacFarlane	12.20	275.00	3,355.00

Total Current Work 5,417.50

Balance Due \$5,417.50

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B190	Other Contested Matters (excluding assumption/rejection motions)	5417.50	0.00
B100	Administration	5,417.50	0.00

Invoices are payable upon receipt.

EXHIBIT D-8

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226371
 Account No. 1934.008

Page: 1

(PSI) Potential Adversary Proceedings - Net Winners

Fees

				Rate	Hours	
05/06/2022	WDM B180	A101	Prepare log of 2004 Exams and Subpoenas DT.	375.00	1.50	562.50
06/08/2022	RAP B180	A104	Review of legal research on liability of net losers on 548 claims.	500.00	0.30	150.00
	LSH B120	A102	Legal research regarding treatment of net losers.	450.00	3.10	1,395.00
06/13/2022	WDM B180	A101	Office conference with Randall A. Pulman regarding contents of demand letters and drafting complaints for filing of adversary proceedings	375.00	0.20	75.00
06/20/2022	WDM B180	A101	Legal analysis of potential adversary actions against finders and net winners.	375.00	1.50	562.50
06/22/2022	AKM B180	A101	In-office meeting with Randall A. Pulman, Leslie S. Hyman, Drew Mallender and team to discuss adversary proceeding strategy.	275.00	2.50	687.50
	AKM B180	A101	Drafting potential case summary templates with input from Randall A. Pulman, Leslie S. Hyman, and Drew Mallender.	275.00	3.00	825.00
	RAP B180	A104	Meeting with staff, Murray and Lowe regarding avoidance actions.	500.00	2.00	1,000.00
	LSH B180	A105	Conference with team regarding avoidance actions.	450.00	2.30	1,035.00
	LSH B180	A103	Draft/revise templates for tracking			

Lowe, Pat

Statement No. 226371

Account No 1934.008

Page: 2

(PSI) Potential Adversary Proceedings - Net Winner

				Rate	Hours	
			avoidance actions.	450.00	0.20	90.00
	WDM B180	A101	Prepare spreadsheets for office conference regarding potential adversary proceedings to be filed.	375.00	0.40	150.00
	WDM B180	A101	Zoom conference with Randall A. Pulman, Leslie S. Hyman, Anna MacFarlane, Greg Murray and J Patrick Lowe regarding prospective adversary proceedings and administration thereof.	375.00	3.00	1,125.00
	WDM B180	A101	Office conference with Anna MacFarlane regarding adversary proceedings and division of work among attorneys	375.00	0.60	225.00
06/23/2022	AKM B180	A101	Continue preparing potential case summary template and sample per Randall A. Pulman comments and edits.	275.00	2.00	550.00
	AKM B180	A101	Conduct legal research regarding limitations issue.	275.00	1.40	385.00
	AKM B180	A101	Confer with Randall A. Pulman regarding limitations research.	275.00	0.20	55.00
	AKM B180	A101	Confer with Randall A. Pulman regarding potential negligence case against attorneys.	275.00	0.20	55.00
	AKM B180	A101	Plan and prepare for organizing adversary proceedings with Randall A. Pulman.	275.00	0.70	192.50
06/24/2022	AKM B180	A101	Continue preparing planning documents for adversaries.	275.00	1.40	385.00
06/27/2022	AKM B180	A101	Continue preparing planning documents for adversaries.	275.00	0.30	82.50
	AKM B180	A101	Conduct legal research regarding in pari delicto.	275.00	2.20	605.00
	AKM B180	A101	Begin reviewing and analyzing SEC Examination of Robert Mueller.	275.00	2.60	715.00
	AKM B180	A101	Correspondence with Randall A. Pulman, W. Drew Mallender, and Greg Murray regarding bank statements.	275.00	0.40	110.00
	WDM B180	A101	Review past correspondence regarding Wells Fargo bank statements (0.2); review debtors' records for evidence of check stubs (0.2); office conference with			

Lowe, Pat

Statement No. 226371

Account No 1934.008

(PSI) Potential Adversary Proceedings - Net Winner

Page: 3

				Rate	Hours	
			Anna MacFarlane regarding same (0.4)	375.00	0.80	300.00
06/28/2022	AKM B180	A101	Continue conducting legal research regarding in pari delicto and preparing informal memo to Randall A. Pulman and W. Drew Mallender regarding same.	275.00	4.50	1,237.50
	AKM B180	A101	Confer with Randall A. Pulman and Benjamin Wulfe regarding attorney emails.	275.00	0.30	82.50
	AKM B180	A101	Reviewing and analyzing deeproot .pst file.	275.00	3.30	907.50
06/29/2022	AKM B180	A101	Continue reviewing and analyzing deeproot emails with attorneys.	275.00	5.30	1,457.50
	AKM B180	A101	Confer with Randall A. Pulman regarding adversary proceeding strategy.	275.00	0.30	82.50
	AKM B180	A101	Phone call with Randall A. Pulman and Jay Hulings regarding deeproot attorneys.	275.00	0.60	165.00
06/30/2022	AKM B180	A101	Review and analyze draft consent decree from SEC.	275.00	0.30	82.50
	AKM B180	A101	Review and analyze emails forwarded from Jay Hulings.	275.00	0.80	220.00
07/12/2022	AKM B180	A101	Continue adversary summary charts - Kauai Vacation Rentals.	275.00	0.30	82.50
	AKM B180	A101	Continue adversary summary charts (finders) including research regarding same.	275.00	2.60	715.00
07/13/2022	AKM B180	A101	Review and analyze email correspondence from Greg Murray including attachments.	275.00	0.20	55.00
	AKM B180	A101	Reviewing FBI subpoenas.	275.00	0.20	55.00
07/14/2022	AKM B180	A101	Review and analyze financial documents from B. Wulfe and correspondence related thereto.	275.00	0.50	137.50
	AKM B180	A101	Continue preparing adversary summary charts (Finders).	275.00	2.10	577.50
07/15/2022	AKM B180	A101	Continue preparing adversary summary			

Lowe, Pat

Statement No. 226371

Account No 1934.008

(PSI) Potential Adversary Proceedings - Net Winner

Page: 4

					Rate	Hours	
				charts (Finders).	275.00	3.60	990.00
07/16/2022	AKM	B180	A101	Continue preparing adversary summary charts and spreadsheets (Finders).	275.00	3.10	852.50
07/17/2022	AKM	B180	A101	Continue preparing adversary summary charts and spreadsheets (Finders).	275.00	2.50	687.50
07/18/2022	AKM	B180	A101	Confer with Randall A. Pulman regarding strategy.	275.00	0.70	192.50
	RAP	B180	A108	Office conference with A. MacFarlane regarding preparation of avoidance actions.	500.00	1.00	500.00
	PR3	B110	A110	Manage data/files- Organizing Information and Data to Save for Investors	110.00	5.00	550.00
07/19/2022	AKM	B180	A101	Continue preparing adversary summary charts and spreadsheets and conducting relevant legal research (Finders).	275.00	2.10	577.50
	WDM	B180	A101	Meet with Anna MacFarlane regarding research concerning finder, John McNamara. Research Chapter 13 stay.	375.00	1.00	375.00
	PR3	B110	A110	Manage data/files- Organizing Information and Data to Save for Investors	110.00	5.00	550.00
07/20/2022	WDM	B180	A101	Legal research regarding Chapter 13, whether stay bars trustee from bringing adversary action. Meet with Anna MacFarlane to discuss findings.	375.00	2.00	750.00
07/21/2022	PR3	B110	A110	Manage data/files- Organizing Information and Data to Save for Investors	110.00	5.00	550.00
07/22/2022	WDM	B120	A101	Meet with Benjamin Wolfe regarding analysis of investor returns.	375.00	0.30	112.50
	PR3	B110	A110	Manage data/files- Organizing Information and Data to Save for Investors	110.00	5.00	550.00

Lowe, Pat

Statement No. 226371

Account No 1934.008

(PSI) Potential Adversary Proceedings - Net Winner

Page: 5

					Rate	Hours	
07/25/2022	PR3	B110	A110	Manage data/files- Organizing Information and Data to Save for Investors	110.00	5.00	550.00
07/26/2022	RAP	B180	A104	Review and signature of subpoena to Paychex.	500.00	0.20	100.00
	RAP	B180	A104	Review of Greg Murray's work product and spreadsheets; e-mail to Murray regarding questions on Community National Bank.	500.00	0.50	250.00
	AKM	B180	A101	Review and analyze charts prepared by Greg Murray.	275.00	0.20	55.00
	AKM	B180	A101	Confer with Randall A. Pulman and W. Drew Mallender regarding strategy and next steps.	275.00	0.20	55.00
	PR3	B110	A110	Manage data/files- Locating and organizing Investor documents	110.00	5.00	550.00
07/27/2022	WDM	B120	A101	Review and analysis of debtors' records for communications with CNB Custody, identify target of Subpoena Duces Tecum.	375.00	1.00	375.00
	WDM	B120	A101	Review and analysis of investor files.	375.00	1.00	375.00
	WDM	B120	A101	Email to G. Murray regarding information found concerning preferred custodians, CNB and Bank of Utah.	375.00	0.50	187.50
	PR3	B110	A110	Manage data/files- Locating and organizing Investor documents	110.00	5.00	550.00
07/28/2022	PR3	B110	A110	Manage data/files- Locating and organizing Investor documents	110.00	5.00	550.00
08/03/2022	AKM	B180	A101	Reviewing email and attachments from Greg Murray regarding financial analysis.	275.00	0.20	55.00
	RAP	B180	A104	Telephone conference with G. Murray regarding forensic accounting status; review of information needed; instruction to staff regarding locating data.	500.00	0.80	400.00
	RAP	B180	A104	Review/analyze Review of e-mail from Chris Turner regarding domain transfer; e-mail to Hulig regarding Mueller cooperation.	500.00	0.50	250.00

Lowe, Pat

Statement No. 226371

Account No 1934.008

(PSI) Potential Adversary Proceedings - Net Winner

Page: 6

					Rate	Hours	
08/08/2022	AKM B180	A101	Reviewing and analyzing financial documents.		275.00	0.50	137.50
	AKM B180	A101	Continue analyzing bank statements for potential adversaries (Finders).		275.00	1.00	275.00
	AKM B180	A101	Confer with Randall A. Pulman and W. Drew Mallender regarding case strategy.		275.00	0.10	27.50
08/09/2022	AKM B180	A101	Confer with Randall A. Pulman regarding case strategy.		275.00	0.10	27.50
08/11/2022	AKM B180	A101	Zoom meeting with Randall A. Pulman and Greg Murray regarding case.		275.00	0.60	165.00
	AKM B180	A101	Attention to email correspondence with Greg Murray.		275.00	0.20	55.00
	WDM B180	A108	Review and analysis for net winner report prepared by G. Murray. Address questions concerning payments made to life insurance companies.		375.00	0.40	150.00
08/12/2022	AKM B180	A101	Attention to Greg Murray document request.		275.00	0.30	82.50
08/15/2022	AKM B180	A101	Attention to document issues.		275.00	0.30	82.50
	AKM B180	A101	Continue reviewing bank statements for adversaries.		275.00	5.00	1,375.00
08/16/2022	AKM B180	A101	Confer with W. Drew Mallender regarding case.		275.00	0.30	82.50
	RAP B180	A104	Telephone conference with attorney for Community National Bank regarding response to subpoena and documents necessary for production.		500.00	1.00	500.00
08/17/2022	AKM B180	A101	Phone call (vm) to Wells Fargo regarding supplemental document request.		275.00	0.10	27.50
	AKM B180	A101	Confer with Randall A. Pulman and W. Drew Mallender regarding Wells Fargo.		275.00	0.20	55.00
08/23/2022	AKM B180	A101	Called (left vm) Vanessa at Wells Fargo regarding supplemental information request.		275.00	0.10	27.50

Lowe, Pat

Statement No. 226371

Account No 1934.008

(PSI) Potential Adversary Proceedings - Net Winner

Page: 7

					Rate	Hours	
08/24/2022	AKM	B180	A101	Prepare subpoena duces tecum to Wells Fargo; confer with Randall A. Pulman regarding same.	275.00	1.10	302.50
08/25/2022	AKM	B180	A101	Confer with Randall A. Pulman and W. Drew Mallender regarding case.	275.00	0.30	82.50
	AKM	B180	A101	Finalize Wells Fargo subpoena for service.	275.00	0.10	27.50
09/06/2022	AKM	B180	A101	In-office conference with Randall A. Pulman and W. Drew Mallender regarding strategy.	275.00	0.80	220.00
	RAP	B180	A109	Office conference with A. MacFarlane and D. Mallender regarding status on adversary proceedings.	500.00	1.00	500.00
09/07/2022	AKM	B180	A101	Conducting legal research regarding Ponzi presumption.	275.00	2.80	770.00
09/09/2022	AKM	B180	A101	Confer with Randall A. Pulman, W. Drew Mallender, and Leslie S. Hyman regarding case status.	275.00	0.30	82.50
	AKM	B180	A101	Telephone correspondence with Wells Fargo regarding subpoena.	275.00	0.10	27.50
09/12/2022	AKM	B180	A101	Confer with Randall A. Pulman, W. Drew Mallender, Leslie S. Hyman, and Gaurav Mankotia regarding case status and next steps.	275.00	0.50	137.50
	AKM	B180	A101	Conduct Westlaw legal research regarding Ponzi scheme presumption.	275.00	0.30	82.50
	AKM	B180	A101	Review and analyze Gaurav Mankotia substantive consolidation memo and provide feedback regarding same.	275.00	2.20	605.00
09/20/2022	AKM	B180	A101	Continue adversary prep work.	275.00	2.00	550.00
09/21/2022	AKM	B180	A101	In-office meeting with team regarding strategy.	275.00	1.10	302.50
	RAP	B180	A109	Meeting with team regarding financial information and filing of adversaries and Ponzi Scheme Motion.	500.00	1.00	500.00

Lowe, Pat

Statement No. 226371
Account No 1934.008
Page: 8

(PSI) Potential Adversary Proceedings - Net Winner

					Rate	Hours	
09/22/2022	AKM	B180	A101	Confer with Randall A. Pulman and W. Drew Mallender regarding planning.	275.00	0.50	137.50
09/23/2022	AKM	B180	A101	Review and analyze Gaurav Mankotia Ponzi-scheme presumption memorandum and provide feedback regarding same.	275.00	2.00	550.00
09/26/2022	AKM	B180	A101	Reviewing Policy Services quickbooks and Greg Murray Quickbooks reports.	275.00	1.80	495.00
	AKM	B180	A101	Review of correspondence regarding quickbooks reporting.	275.00	0.20	55.00
	RAP	B190	A104	Review of net winner list.	500.00	0.50	250.00
09/27/2022	AKM	B180	A101	In-office conference with W. Drew Mallender regarding adversary planning.	275.00	0.20	55.00
	AKM	B180	A101	Review and analyze Quickbooks report for net winners.	275.00	1.20	330.00
	AKM	B180	A101	Confer with Randall A. Pulman regarding net winners.	275.00	0.10	27.50
09/28/2022	AKM	B180	A101	Continue net winners analysis and reviewing investor documents.	275.00	3.50	962.50
	AKM	B180	A101	Confer with W. Drew Mallender regarding net winners analysis.	275.00	0.50	137.50
	WDM	B180	A104	Review/analyze net winner and investor files/documents to determine amount of initial investments.	375.00	0.80	300.00
	RAP	B190	A104	Review of net winner list; office conference with A. MacFarlane regarding same.	500.00	0.50	250.00
				For Legal Services Rendered		151.10	39,525.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	9.30	\$500.00	\$4,650.00
W. Drew Mallender	15.00	375.00	5,625.00
Anna K. MacFarlane	81.20	275.00	22,330.00
PARA-3	40.00	110.00	4,400.00
Leslie Hyman	5.60	450.00	2,520.00

Lowe, Pat

of 137

October 18, 2022

Statement No. 226371

Account No 1934.008

Page: 9

(PSI) Potential Adversary Proceedings - Net Winner

Advances

07/12/2022	B110	E106	Online research - TransUnion	65.00
07/14/2022	B110	E106	Online research - TransUnion	75.00
			Total Advances	140.00

Total Current Work	39,665.00
--------------------	-----------

Balance Due	<u>\$39,665.00</u>
--------------------	---------------------------

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B110	Case Administration	4400.00	140.00
B120	Asset Analysis and Recovery	2445.00	0.00
B180	Avoidance Action Analysis	32180.00	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	500.00	0.00
B100	Administration	39,525.00	140.00

Invoices are payable upon receipt.

EXHIBIT D-9

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226372
 Account No. 1934.009

Page: 1

(PSI) Business Insurance Coverage - Nationwide

Fees

				Rate	Hours	
05/26/2022	WDM B120	A101	Review debtors' files, schedules and financials regarding general business insurance coverage and email correspondence with MaryAnn Villa regarding same	375.00	1.00	375.00
06/13/2022	WDM B120	A101	Office conference with Randall A. Pulman regarding question as to whether debtors carried insurance covering employee theft.	375.00	0.20	75.00
	WDM B120	A101	Continue review and analysis of debtors' records regarding evidence of insurance coverage for employee theft.	375.00	0.50	187.50
06/14/2022	WDM B120	A101	Review emails from Catherine A Curtis regarding debtors' general liability insurance coverage, and review and analysis of general liability policies	375.00	0.40	150.00
06/24/2022	WDM B120	A101	Review and analysis of debtors' commercial insurance policies	375.00	0.40	150.00
08/15/2022	WDM B190	A108	Meeting with Randall A. Pulman, discuss potential claims to be brought under debtors' business owners insurance policies.	375.00	0.20	75.00
	WDM B190	A108	Review and analysis of debtors' businessowners insurance policies, potential for recovery for claim of			

Lowe, Pat

Statement No. 226372
Account No 1934.009
Page: 2

(PSI) Business Insurance Coverage - Nationwide

				Rate	Hours	
			employee dishonesty/theft.	375.00	1.70	637.50
	WDM B190	A108	Meet with Randall A. Pulman regarding employee dishonesty coverage found in businessowners insurance policies. Conference call with P. Lowe regarding same.	375.00	0.30	112.50
	WDM B190	A108	Contact insurance companies to determine process of filing claims for employee dishonesty.	375.00	2.00	750.00
	WDM B190	A108	Prepare potential adversary case summary.	375.00	0.30	112.50
	WDM B190	A108	Email correspondence with G Murray regarding financial reports required to support insurance claim for employee dishonesty.	375.00	0.20	75.00
	RAP B130	A104	Review of first party insurance policies (0.3); Review of D. Mallender research regarding claim for employee dishonesty (0.3); telephone conference with P. Lowe regarding same and authority to proceed with proofs of loss for each policy. (0.6)	500.00	1.00	500.00
08/16/2022	WDM B190	A108	Prepare letter to Nationwide regarding claim for loss due to employee dishonesty	375.00	0.80	300.00
	WDM B190	A108	Draft and edit letter to Nationwide regarding claim for employee dishonesty, draft proof of claim regarding same.	375.00	2.50	937.50
08/17/2022	WDM B190	A108	Review requirements for proof of claim for employee dishonesty. Draft and edit claim letter to Nationwide.	375.00	0.80	300.00
08/25/2022	WDM B190	A108	Edit letter to Nationwide regarding employee dishonesty claim.	375.00	0.70	262.50
08/26/2022	WDM B190	A108	Review G. Murray report concerning improper transfers to R. Mueller to include with letter to Nationwide. Finalize and send letter to Nationwide.	375.00	1.10	412.50
	WDM B190	A108	Review email correspondence from Michelle Wyant, Nationwide, regarding employee dishonesty claim. Telephone			

Lowe, Pat

of 137

October 18, 2022

Statement No. 226372

Account No 1934.009

Page: 3

(PSI) Business Insurance Coverage - Nationwide

				Rate	Hours	
			conference with M Wyant.	375.00	0.20	75.00
08/29/2022	WDM B190	A108	Telephone conference with Michelle Wyant, Nationwide Mutual Fire Ins. Co. - Provided recorded statement in support of Claim for loss due to employee dishonesty.	375.00	0.40	150.00
09/02/2022	WDM B190	A108	Tel with John Strothcamp, Nationwide Insurance, regarding denial of claim for loss due to employee dishonesty. Review and analysis of claim denial letter and policy terms related thereto. Email to P Lowe regarding same.	375.00	0.80	300.00
			For Legal Services Rendered		15.50	5,937.50
Recapitulation						
	<u>Timekeeper</u>			<u>Hours</u>	<u>Rate</u>	<u>Total</u>
	Randall A. Pulman			1.00	\$500.00	\$500.00
	W. Drew Mallender			14.50	375.00	5,437.50

Total Current Work 5,937.50

Balance Due \$5,937.50

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B120	Asset Analysis and Recovery	937.50	0.00
B130	Asset Disposition	500.00	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	4500.00	0.00
B100	Administration	5,937.50	0.00

Invoices are payable upon receipt.

EXHIBIT D-10

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226373
 Account No. 1934.010

Page: 1

(deeproot Tech) Sale of Pinball Property

Fees

				Rate	Hours	
05/05/2022	WDM B130	A101	Email exchanges with Pat Lowe regarding pinball IP, location of NAS drive	375.00	0.20	75.00
05/11/2022	WDM B130	A101	Telephone conference with Chris Turner regarding pinball IP	375.00	0.50	187.50
06/01/2022	RAP B130	A104	E-mail to client regarding three way deal on IP assets and Utah lease.	500.00	0.20	100.00
	WDM B130	A101	Email correspondence with C Turner and C Hale regarding sale of Wizard Mode Media personal property	375.00	0.20	75.00
06/02/2022	WDM B130	A101	Telephone conference with Randall A. Pulman and C Turner regarding Utah personal property and IP that C Turner is interested in purchasing	375.00	0.50	187.50
06/16/2022	WDM B190	A101	Office conference with Randall A. Pulman regarding Utah landlord's administrative expense claim and sale of personal property located in Utah (0.3); telephone conference with Chris Hale regarding same (0.1)	375.00	0.40	150.00
	RAP B190	A109	Telephone conference with Utah landlord regarding three way deal.	500.00	0.30	150.00
06/17/2022	RAP B130	A108	Telephone conference with Turner regarding status of proposed sale.	500.00	0.30	150.00

Lowe, Pat

Statement No. 226373

Account No 1934.010

Page: 2

(deeproot Tech) Sale of Pinball Property

				Rate	Hours	
06/23/2022	WDM B190	A101	Telephone conference with Craig Hale regarding Trustee's settlement offer to Utah landlord (0.1); email to C Turner regarding coordination of settlement with purchase of personal property in Utah.	375.00	0.20	75.00
07/27/2022	WDM B130	A101	Email to C. Turner regarding purchase of Utah assets.	375.00	0.10	37.50
07/29/2022	WDM B130	A101	Telephone conference with Chris Turner regarding purchase of Utah assets; conversations Chris had with former employees regarding location of certain IP.	375.00	0.30	112.50
08/09/2022	WDM B130	A108	Meet with C. Turner to discuss terms and drafting of Pinball Property purchase.	375.00	0.60	225.00
08/17/2022	RAP B130	A104	Meeting with C. Turner regarding deeproot google drive undertaking and second Motion to Sell.	500.00	1.00	500.00
	WDM B130	A108	Draft and edit pinball property purchase and sale agreement.	375.00	4.10	1,537.50
	WDM B130	A108	Meeting with C. Turner regarding IP contained on servers found in Deeproot's offices.	375.00	0.40	150.00
08/18/2022	WDM B130	A108	Draft and edit pinball property purchase and sale agreement and sale procedures.	375.00	6.80	2,550.00
08/19/2022	WDM B130	A108	Draft and edit pinball property sale procedures.	375.00	2.50	937.50
	WDM B130	A108	Draft Motion to approve sale of pinball property.	375.00	3.00	1,125.00
08/22/2022	WDM B130	A108	Draft and edit Motion to approve sale of pinball property.	375.00	6.00	2,250.00
	WDM B130	A108	Research Zidware bankruptcy and agreements with Deeproot regarding IP to be sold with Pinball Property)0.7); email and telephone correspondence with C. Turner regarding Zidware (0.3)	375.00	1.00	375.00

Lowe, Pat

Statement No. 226373

Account No 1934.010

Page: 3

(deeproot Tech) Sale of Pinball Property

				Rate	Hours	
08/23/2022	WDM B130	A108	Draft and edit motion to approve sale of pinball property to include settlement with Draper 5, LLC.	375.00	5.30	1,987.50
	WDM B190	A108	Meet with Randall A. Pulman regarding the inclusion of settlement with Draper 5, LLC in Motion to approve sale of pinball property.	375.00	0.20	75.00
08/24/2022	WDM B130	A108	Draft and edit sale motion to include settlement agreement between Draper 5, LLC, and Wizard Mode Media, LLC.	375.00	2.80	1,050.00
	WDM B130	A108	Draft and edit sale motion to include settlement agreement between Draper 5 and Wizard Mode Media.	375.00	2.50	937.50
09/08/2022	WDM B130	A108	Communicate with Chris Turner regarding sale of pinball property, need for Mr. Turner to access deeproot computer servers to determine contents.	375.00	0.30	112.50
	WDM B130	A103	Draft/revise Pinball Property Purchase Agreement, Sale Procedures and Motion to Approve Sale Procedures.	375.00	1.40	525.00
09/20/2022	WDM B130	A103	Draft/revise Pinball purchase and sale agreement.	375.00	0.90	337.50
09/21/2022	WDM B130	A103	Draft/revise Pinball Property Purchase and Sale Agreement	375.00	0.60	225.00
09/22/2022	WDM B130	A103	Draft/revise Pinball Property purchase and sale agreement and Sale Motion.	375.00	3.60	1,350.00
	WDM B190	A107	Email correspondence with Craig Hale regarding settlement of Utah landlord's post-petition expense claims.	375.00	0.20	75.00
09/23/2022	WDM B130	A103	Draft/revise Pinball Property Sale Procedures.	375.00	0.50	187.50
	WDM B190	A103	Draft settlement agreement with Draper 5, LLC, Utah landlord.	375.00	1.00	375.00
09/26/2022	WDM B130	A103	Draft/revise Pinball sale procedures.	375.00	1.00	375.00

Lowe, Pat

Statement No. 226373

Account No 1934.010

Page: 4

(deeproot Tech) Sale of Pinball Property

			Rate	Hours	
	WDM B130	A103	Draft/revise Pinball Property - proposed Order approving sale procedures, stalking horse agreement, bid protections, and form of notice.	375.00	2.30 862.50
	WDM B130	A103	Draft/revise Motion to approve sale of pinball property.	375.00	1.00 375.00
	WDM B130	A103	Draft/revise proposed Order to sell pinball property pursuant to section 363.	375.00	1.40 525.00
09/27/2022	WDM B130	A108	Meeting with Chris Turner, discussion regarding comments and questions related to purchase and sale of pinball property.	375.00	0.60 225.00
	WDM B190	A103	Draft/revise Settlement Agreement with Draper 5, LLC - settlement of post-petition administrative expense claims.	375.00	3.10 1,162.50
	WDM B190	A103	Draft/revise Motion to approve compromise and settlement of Draper 5, LLC's post-petition administrative expense claims.	375.00	2.00 750.00
09/28/2022	WDM B190	A103	Draft/revise Settlement Agreement with Draper 5, LLC	375.00	1.70 637.50
	WDM B190	A103	Draft/revise Motion to approve compromise and settlement with Draper 5, LLC	375.00	1.50 562.50
	WDM B130	A105	Communicate (in firm) - Meeting with Randall A. Pulman, review and discussion of Motion to approve sale of pinball property.	375.00	0.20 75.00
	WDM B130	A103	Draft/revise Pinball Property purchase agreement.	375.00	1.20 450.00
	WDM B130	A103	Draft/revise Motion to approve sale of pinball property.	375.00	0.70 262.50
	WDM B130	A108	Communicate (other external) - email correspondence with C Turner regarding status of documents for proposed purchase and sale of pinball property.	375.00	0.20 75.00
	RAP B190	A104	Review and edit of Motion to Sell Pinball Assets; office conference with D. Mallender regarding same.	500.00	1.00 500.00

Lowe, Pat

Statement No. 226373

Account No 1934.010

Page: 5

(deeproot Tech) Sale of Pinball Property

				Rate	Hours	
09/29/2022	WDM B190	A103	Draft/revise Motion to approve compromise and settlement with Draper 5, LLC	375.00	2.70	1,012.50
	WDM B190	A103	Draft/revise Motion and Order approving Rule 9019 Motion, Form of notice.	375.00	2.80	1,050.00
	WDM B130	A106	Communicate (with client) - email correspondence with Pat Lowe regarding comments to Motion to approve sale of pinball property.	375.00	0.20	75.00
	WDM B130	A103	Draft/revise Motion to approve sale, and Purchase Agreement, regarding Pinball Property - incorporate Trustee's comments.	375.00	0.20	75.00
09/30/2022	WDM B130	A108	Email correspondence with Chris Turner and Pat Autry concerning draft purchase and sale agreement, motion to approve sale, and ancillary documents to file with Court.	375.00	0.20	75.00
			For Legal Services Rendered		71.90	27,312.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	2.80	\$500.00	\$1,400.00
W. Drew Mallender	69.10	375.00	25,912.50

Total Current Work 27,312.50

Courtesy Discount -10,000.00

Balance Due \$17,312.50

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B130	Asset Disposition	20737.50	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	6575.00	0.00
B100	Administration	27,312.50	0.00

Lowe, Pat

Statement No. 226373

Account No 1934.010

(deeproot Tech) Sale of Pinball Property

Page: 6

Invoices are payable upon receipt.

EXHIBIT D-11

PULMAN, CAPPUCIO & PULLEN, LLP

Attorneys & Counselors

2161 NW Military Highway, Suite 400
 San Antonio, Texas 78213
 Telephone: (210) 222-9494
 Telecopier: (210) 892-1610
 www.pulmanlaw.com

Office Locations:
 San Antonio
 Dallas/Fort Worth
 McAllen

Lowe, Pat
 Pat Lowe, Trustee
 2402 E. Main St.
 Uvalde, TX 78801

October 18, 2022

Invoice No. 226374
 Account No. 1934.011

Page: 1

(PSI) Potential Adversary Proceedings - Finders

Fees

					Rate	Hours	
05/02/2022	RAP B180	A105	Office conference with D. Mallender regarding analysis of avoidance claims.		500.00	1.00	500.00
	WDM B180	A101	Review and analysis of Finders' records for potential adversary filings		375.00	1.20	450.00
05/03/2022	WDM B180	A101	Review and analysis of Finders' records concerning potential adversary filings		375.00	1.20	450.00
07/01/2022	PR3 B110	A110	Manage data/files- Reviewing and Saving Documents relating to Finders		110.00	2.50	275.00
07/20/2022	AKM B190	A101	Office conference with W. Drew Mallender regarding chapter 13 research.		275.00	0.30	82.50
09/30/2022	RAP B190	A104	Review of list of finders and professionals.		500.00	0.50	250.00
			For Legal Services Rendered			6.70	2,007.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Randall A. Pulman	1.50	\$500.00	\$750.00
W. Drew Mallender	2.40	375.00	900.00
Anna K. MacFarlane	0.30	275.00	82.50
PARA-3	2.50	110.00	275.00

Total Current Work

2,007.50

Lowe, Pat

Statement No. 226374

Account No 1934.011

Page: 2

(PSI) Potential Adversary Proceedings - Finders

Balance Due

\$2,007.50

Task Code Summary

		<u>Fees</u>	<u>Expenses</u>
B110	Case Administration	275.00	0.00
B180	Avoidance Action Analysis	1400.00	0.00
B190	Other Contested Matters (excluding assumption/rejection motions)	332.50	0.00
B100	Administration	2,007.50	0.00

Invoices are payable upon receipt.

EXHIBIT E

Client	Trans Date	Tkpr	H P	Tcode/ Task Code	Rate	Amount	Ref #
Client ID 1934.001 Lowe/ Deeptroot							
1934.001	05/23/2022	1	A	B110 E108		858.03 Postage - Mailout 1st Fee App Notice - Blend Document Technologies #56118B	ARCH
1934.001	06/23/2022	1	A	B110 E106		20.00 Online research - TransUnion	ARCH
1934.001	06/23/2022	1	A	B110 E106		5.00 Online research - TransUnion	ARCH
1934.001	06/30/2022	1	A	B110 E106		5.00 Online research - TransUnion	ARCH
1934.001	07/01/2022	1	A	B110 E107		61.26 Fed Ex #816127571706	ARCH
1934.001	07/05/2022	1	A	B110 E106		45.00 Online research - TransUnion	ARCH
1934.001	09/09/2022	1	A	B110 E124		50.81 Courier fee - Fed Ex #816127571577	ARCH
1934.001	09/23/2022	1	A	B110 E106		25.00 Online research - TransUnion	ARCH
1934.001	09/27/2022	1	A	B110 E124		151.53 Best Buy - External harddrives	ARCH
Total for Client ID 1934.001					Billable	1,221.63 Lowe/ Deeptroot Deeptroot - Policy Services, Inc. Case No. 21-51513, et al	
Client ID 1934.003 Lowe/ Deeptroot							
1934.003	09/08/2022	1	A	B110 E124		188.00 Filing Fee - Pay.gov #A23190574	ARCH
1934.003	09/13/2022	1	A	B110 E109		22.00 Local travel - Parking at courthouse for hearing - W. Drew Mallender	ARCH
1934.003	09/15/2022	1	A	B110 E102		1,091.25 Outside printing - Mailout Sale Notice & Procedures - Blend Document Technologies #56485B	ARCH
Total for Client ID 1934.003					Billable	1,301.25 Lowe/ Deeptroot (deeptroot funds) In Re deeptroot Funds LLC re CCW Braun Heights, LLC	
Client ID 1934.004 Lowe/ Deeptroot							
1934.004	06/01/2022	1	A	B110 E101		48.00 Bureau of Conveyance - Copies of Condo Deeds	ARCH
1934.004	06/22/2022	1	A	B110 E123		965.00 Professional fees - Video Recording 2004 Examination - Lexitas #1311921	ARCH
1934.004	06/22/2022	1	A	B110 E116		1,276.40 Trial transcripts - 2004 Examination - Lexitas #1311918	ARCH
1934.004	09/12/2022	1	A	B110 E102		1,171.47 Outside printing - Mailout 9019 Motion - Blend Document Technologies #56466B	ARCH
Total for Client ID 1934.004					Billable	3,460.87 Lowe/ Deeptroot (PSI) In Re: Deeptroot - PSI and matters re MB Hale Ohana Revocable Trust	
Client ID 1934.005 Lowe/ Deeptroot							
1934.005	09/01/2022	1	A	B110 E109		22.00 Local travel - Parking for hearing - Drew Mallender	ARCH
Total for Client ID 1934.005					Billable	22.00 Lowe/ Deeptroot (PSI) Cycladic LLC / Cycladic Int'l LLC / Thomas Andrew	
Client ID 1934.008 Lowe/ Deeptroot							
1934.008	07/12/2022	1	A	B110 E106		65.00 Online research - TransUnion	ARCH
1934.008	07/14/2022	1	A	B110 E106		75.00 Online research - TransUnion	ARCH
Total for Client ID 1934.008					Billable	140.00 Lowe/ Deeptroot (PSI) Potential Adversary Proceedings - Net Winners	
GRAND TOTALS							
					Billable	6,145.75	